

hurdles
Terry Hall

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Belgium	100.00	100.00	100.00	100.00
Denmark	100.00	100.00	100.00	100.00
France	100.00	100.00	100.00	100.00
Germany	100.00	100.00	100.00	100.00
Greece	100.00	100.00	100.00	100.00
Ireland	100.00	100.00	100.00	100.00
Italy	100.00	100.00	100.00	100.00
Netherlands	100.00	100.00	100.00	100.00
Portugal	100.00	100.00	100.00	100.00
Spain	100.00	100.00	100.00	100.00
Sweden	100.00	100.00	100.00	100.00
Switzerland	100.00	100.00	100.00	100.00
UK	100.00	100.00	100.00	100.00

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EUROPE'S BUSINESS NEWSPAPER

FINANCIAL TIMES

Friday June 28 1991

D 8523A

EC SUMMIT

High drama ahead
in Luxembourg

Page 16

World News Business Summary

Poles unveil plans to privatise 400 factories

Poland unveiled its scheme for privatising 400 state-owned factories. They represent 25 per cent of the country's industrial sales. Page 18

Calvi case reopens

An Italian magistrate is to open a new investigation into whether "God's Banker", Roberto Calvi, found hanging under a London bridge in 1982, was murdered or committed suicide. Page 8

Justice Marshall quits

Liberal US Supreme Court Justice Thurgood Marshall, 82, announced his retirement, giving President George Bush an opportunity to appoint another conservative. Justice Marshall is the first and only black on the bench of the court. Page 18

Dehors avoids clash

European Commission president Jacques Delors said he would not be seeking confrontation with the UK at today's European summit. "You cannot organise an ambush for a member country", he said. Page 18

Teargas used in Kiev

Soviet police used teargas and batons as they sealed off the Ukrainian parliament in Kiev against crowds protesting at a proposed new union treaty with Moscow. Page 2

Hanoi picks party chief

Vietnam's Communist party chose prime minister Do Muoi as its new secretary-general and elected a younger 13-man Politburo. Page 4

Conscripts crisis

Soviet defence minister Dmitry Yazov was quoted as saying the country's armed forces were falling apart because the conscripts were with-holding conscripts. Smuggling a CIA rat, page 2

Four to die for murder

Mombasa magistrates sentenced four men to death for the murder of Kevin Purcell Hynes, a British teacher, during a robbery three years ago. Page 18

EC packaging protest

The international packaging industry lodged an official complaint with the European Commission over a German law which, it claims, will distort trade between member states. Page 18

Air France strike threat

Air France pilots said they would strike on July 19 and 20 over the state airline's refusal to reinstate the leader of their trade union. Page 18

Israelis seized

A little-known Kashmiri Moslem organisation claimed responsibility for kidnapping a group of Israelis on Srinagar's Dal Lake. One of the Israelis was killed. Page 18

Helicopter deaths

Four people were killed when a French rescue helicopter crashed into a river near Brest after striking a power cable. Page 18

Pope answers critics

Pope John Paul hit back at critics who say the Vatican is too much into material wealth. He said it had a duty to preserve precious works of art for future generations. Page 18

British TSB bank group loses £150m

TSB Group, the British banking company, plunged into a £150m (£94m) loss, far exceeding the most pessimistic forecasts. Losses were mainly at Hill Samuel, the merchant bank which TSB bought four years ago, and which has borne the brunt of the recession. Hill Samuel had to make £344m of provisions for bad debts, pushing it into a loss of £131m. Page 18; Lex, Page 18; Tale of diversity, Page 18

BUNDESBANK president

Ernst Otto Pöhl warned large flows of subsidies from west to east Germany could spark inflation because the transfer of funds is not being matched by extra production east of the Elbe. Page 18

ROTHMANS International

tobacco and luxury goods group, lifted annual pre-tax profits by 21 per cent from £484.5m (£794.5m) to £582.5m helped by a rise in tobacco sales. Page 18; Lex, Page 18

BTG GmbH: Bernard Tapie

French financier who last year paid an estimated FF22m (£330m) to take control of the Adidas sports goods group, is planning to open up the capital of the German holding company to its managers and institutional investors. Page 18

RPI Industries, Europe's

biggest plastics manufacturer, which is involved in a bitter price war in the UK, France and Germany, announced plans to raise £125.5m (\$205.8m) through a rights issue. The UK company announced a 25 per cent fall in annual pre-tax profits from £125.4m to £93.8m to the end of March. Page 20; Lex, Page 18

ENDESA, Spanish government

controlled utility, is to increase its shareholding in Serrallana, the private generator that supplies southern Spain, to 58.5 per cent, paving the way for a reorganisation of the fragmented domestic electricity sector. Page 20

BANK of Japan, the country's

central bank, will no longer set formal guidelines on lending growth by Japanese commercial banks. The quarterly advisory is being scrapped because of the successful deregulation of Japanese financial markets and the improvement of monetary discipline at the banks. Page 24

TATE & Lyle, UK sweetener

group, faced to the brink of control of Australian sugar miller, Sundaberg Sugar, when a second wave of acceptance pushed its holding to 45 per cent. It had given shareholders a deadline of 5pm today to either 50 per cent, or it would abandon its bid. Page 22

ANZ, Australian banking

group, rejected an unsolicited offer by stockbroker BZW to place the bank's 5.6 per cent stake in retailer Coles Myer. Page 22

COPPER: Thousands of miners

at Chuquibambilla, the world's biggest copper mine, voted overwhelmingly to begin strike action on Monday unless the Chilean state copper company Codelco improves its pay offer. Page 25

Yugoslav forces guard borders with Italy, Austria and Hungary Army moves to seal Slovenia

By Laura Silber in Novo Mesto, Slovenia, and Judy Dempsey in Zagreb, Croatia

YUGOSLAV army tanks and armoured units moved to seal off Slovenia's borders with Italy, Austria and Hungary yesterday as the international community took the first steps towards mediation between the federal government and the rebel republic.

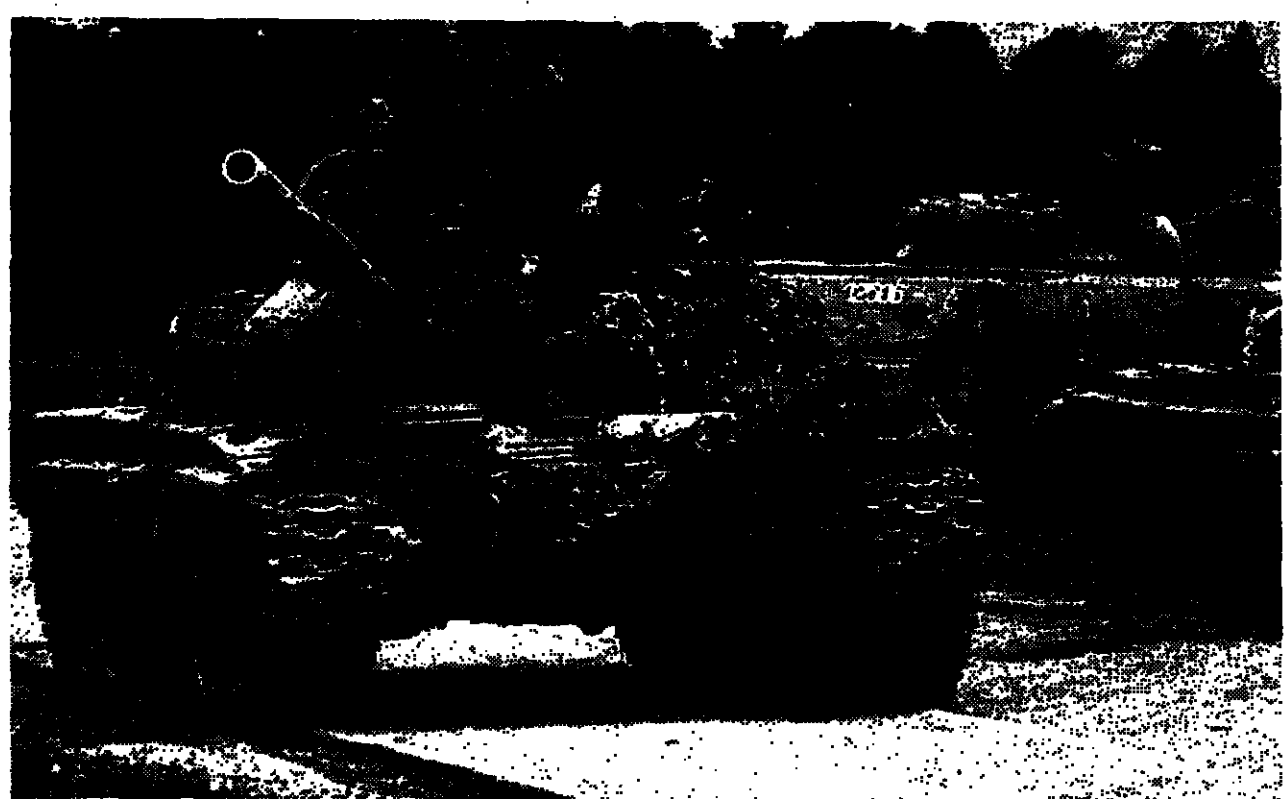
A Yugoslav army officer was killed in one of a series of armed clashes with Slovenian territorial defence units in which several Slovenian troops and two civilians were also reported injured. The worst clash came when the army took control of Ormoz station near the border with Hungary.

Air force jets flew over Ljubljana, the Slovene capital, and columns of federal government tanks spread out through the Alpine republic of 2m people.

The Slovene government vowed to defend its newly won independence, which it had declared on Tuesday night. Mr Milan Kucan, president of the republic said: "Slovenia will use all means at its disposal to preserve its independence."

Mr Janko Kacin, Slovenia's minister for information, said no negotiations could take place "until the army action has stopped, and tanks have been withdrawn". But the federal Defence Ministry last night said the Yugoslav army would "carry out its obligations to the end, regardless of the type of resistance".

Mr Ante Markovic, the Yugoslav federal prime minister had earlier offered a three-month truce under which Yugoslav troops would withdraw from Slovenia if the rebel republic withdrew its declaration of independence.



Yugoslav army tanks pass a signpost on route to securing the Slovene border with Austria yesterday

General Konrad Kolesik, the commander of the federal Fifth Army Region, which includes Slovenia and Croatia, said yesterday: "The Yugoslav People's Army will secure the borders and will fight according to the rules of conduct in battle".

Slovenia's road and transport network has now been paralysed. The federal aviation authorities closed Slovenia's

air space on Wednesday and the airport near Ljubljana is reported to be occupied by Slovenia's special paramilitary forces. Witnesses say federal troops have thrown a security ring around the airport, fueling speculation that the military may be planning a takeover.

International traffic between Slovenia and Austria and Italy

was at a standstill - and it was unclear which border crossing remained open. The prospect of possibly widespread and bloody confrontation between Yugoslav army units and the rebel republics, which could aggravate ethnic tensions in the area and destabilise the Balkan region, prompted nine west European countries to attempt

the first use of new rules for settling countries' internal disputes. The rules were worked out at the recent Berlin meeting of the Conference on Security and Co-operation in Europe to help prevent conflicts in post Cold War Europe.

Continued on Page 18

S Africa to sign non-proliferation treaty

By Patti Waldmeir in Johannesburg

THE South African government is to sign the 1970 Nuclear Non-Proliferation Treaty, a move which represents a big boost for the treaty and which could further Pretoria's efforts to combat international isolation.

Foreign minister Mr Pik Botha admitted that South Africa had the capacity to make nuclear weapons but denied that it had ever tested one and declined to confirm or deny whether it had produced one.

Mr Botha also denied that South Africa had ever co-operated with any other state in developing a nuclear weapons capacity.

The need for such weapons

no longer existed, he said. "The threat of a conventional military conflict in the South African region involving super-power rivalry has diminished substantially."

Mr Botha's cabinet had approved South Africa's accession to the treaty, which has more than 140 signatories. South Africa has been under pressure to sign the agreement for many years, and the announcement may have been timed to influence the current debate over lifting international economic sanctions against Pretoria.

The South African government has been on the point of signing the treaty for at least a year, but appeared keen

to derive maximum political benefit from the decision.

Once it signs the treaty, Pretoria will allow inspections of all its nuclear facilities.

Until now, South Africa has allowed safeguards inspections of two plants with French and US technology, but has refused access to the Pelindaba uranium enrichment plant, which can make material needed for nuclear weapons.

The NPT forbids signatories without nuclear arms from acquiring them, and forbids nuclear weapon states from helping them to gain such arms.

The treaty has been weakened by the refusal to participate of countries with significant nuclear capabilities and aspirations, and possessing a range of unsafeguarded installations, such as South Africa.

Earlier this month France agreed to sign, leaving China as the only non-signatory of the original nuclear powers when the treaty was drawn up. Concern remains about a small number of key countries outside the treaty Israel, India, Pakistan, Argentina and Brazil - which have a range of installations.

Anti-apartheid campaigners have alleged that South Africa and Israel have co-operated on nuclear research and that Pretoria has had a nuclear weapons programme since the mid-1970s.

Two highly publicised incidents have been taken as evidence of this.

In 1977 there was a satellite sighting showing a possible nuclear testing site in the Kalahari Desert. There were also signs of what might have been a small nuclear explosion in the south Atlantic where a South African naval force was operating, detected by a US satellite.

Recently, a number of southern African states have either signed the treaty or indicated their willingness to do so.

This has raised the prospect of creating what Mr Botha called a "nuclear weapons-free zone" in the region.

EC anti-dumping ruling against Saudi group reversed by court

By David Gardner in Brussels

THE EUROPEAN Court of Justice in Luxembourg, in a very rare decision reached yesterday, has overturned anti-dumping duties imposed by the EC on a Saudi Arabian petrochemicals exporter.

The judgment against the EC Council as the institution which legally endorsed the European Commission's recommendations in the case, turns on the inadequate provision of information to the penalised company. This, the Court concluded, amounted to the denial of a fair trial.

The Commission had feared that the case might lead to greater disclosure obligations, along the lines of North American legal practice. In the event, the Court signalled only that Brussels would have to tighten up its procedures.

The Advocate General of the Court, when he handed down his opinion on the case in February, had acknowledged there was a controversy and conflict between preserving the confidentiality of commercial information used in anti-dumping cases, and ensuring a fair hearing.

But he then outlined US and Canadian procedures, and their "possible transposition to Community law".

Under North American practice, confidential information can be disclosed to a complainant's lawyer under a so-called "protective order system".

In the EC, only the principles of how an anti-dumping duty is calculated are made available.

Yesterday's decision has not followed the Advocate General's line.

But the Court has served notice that Brussels must tighten up its procedures because current rules do not provide guarantees to complainants that exist elsewhere.

The complaint was brought against the Commission and Council by the Al-Jubail Fertiliser Company (Safco), and the Saudi Arabian Fertiliser Company (Safco), joint ventures set up by the Saudi Basic Industries Corporation.

They contested 40 per cent anti-dumping duties imposed on imports of urea - a nitrogen fertiliser and glue compo-

nent - from Saudi Arabia in November 1987.

The Court ruled there was nothing in the evidence to show that "Community institutions discharged their duty to place at the applicants' disposal all the information which would have enabled them effectively to defend their interests".

It added that the EC had to be "all the more scrupulous in view of the fact that, as they stand at present, the rules in question do not provide all the procedural guarantees for the protection of the individual which may exist in certain national legal systems".

Commission officials acknowledge that procedures were sloppy in this case, and say they have tightened up since it was brought. Some of the information provided to the Saudi companies was sent only by unregistered letter and was therefore disqualified as evidence. In 1978, Brussels failed to meet EC disclosure requirements in an anti-dumping case involving NTN Toyo Bearing of Japan.

Weekend FT

Tomorrow: Teddy Taylor, Britain's quintessential anti-European

The soggy story of the first week at Wimbledon

CONTENTS

The US and Europe	6	Financial Futures	28
Yugoslavia's army	8	Gold	28
World trader	10	Int. Capital Markets	28
High-speed rail network	10	Letters	28
Manufacturers join the acceleration	13	Technology	31
Managers' race against "bureaucracy"	13	Unit Trusts	34-37
Speculator Mr. Najj	13	World Index	42
Robert Nohas faces a frosty reception	13		
Shareholder lawsuits	22		
The number of suits is rising, with high fees for lawyers involved	22		
Australian politicians	25		
Australia's Labor party holds its biannual conference	25		
Arts Guide & Reviews	4		
Commercial Law	14		
Companies	23-24		
Crossword	28		
Currency & money	38		
Editorial Comment	16		

MARKETS

STERLING	DOLLAR	STOCK INDICES
New York lunchtime: \$1.634	New York lunchtime: DM1.7835	FT-SE 100: 2,452.5 (+15.2)
London: \$1.633 (1.835)	Frankfurt: FF4.0825	FT Ordinary: 1,912.0 (+10.5)
DM2.93 (2.975)	Sfr1.5475	FT-A All-Share: 1,775.88 (+0.5%)
FF9.94 (9.95)	London: DM1.784 (1.785)	DJ Ind. Av. 2,932.02 (+19.0)
Sfr2.53 (2.53)	FF6.0875 (6.08)	S&P Comp 373.32 (+1.73)
Y225.5 (228.7)	Sfr1.549 (1.5435)	Tokyo: Nikkei 23,543.03 (-223.35)
\$ index 98.7 (98.7)	Y138.05 (138.3)	US 3-month Treasury Bill: 5.72%
GOLD	\$ index 87.7 (87.5)	Long Bond: 96.5
New York: Comex Aug \$367.9 (367.9)	Tokyo close: Y138.65	yield: 5.48%
London: \$366.5 (364.2)	US 3-month Treasury rates	
N SEA OIL (Argus)	Fed Funds 5 1/8%	
Brant Aug \$18.425 (+0.075)	9-mo Treasury Bill: 5.72%	
Chief price changes yesterday: Page 19	Long Bond: 96.5	

Algeria's president embarks on rocky path to democracy

As renewed violence in Algeria earlier this week showed, no one should doubt the difficulty of the task that President Chadli Bendjedid has set himself, namely holding fair and free elections. Page 17

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EUROPEAN NEWS

Parliament of second-largest Soviet republic adjourns discussion of new union pact until the autumn

Ukraine puts paid to Gorbachev treaty hope

By Chrystia Freeland in Kiev

THE UKRAINIAN parliament yesterday voted to adjourn discussion of the draft union treaty on the future shape of the Soviet Union until September 15. This effectively blocks the second-largest republic from signing the agreement until autumn at the very earliest.

The decision is a blow to President Mikhail Gorbachev, who wants the treaty setting out terms of a new federation to be signed by mid-July. Mr Gorbachev was also hoping to be able to show western leaders at the G7 summit in London next month that Moscow was firmly in control and that negotiations on the new treaty were proceeding smoothly.

Nationalist demonstrators encircled the Ukrainian parliament yesterday as the vote took place. Three-quarters of the communist-dominated parliament voted for adjournment. Several of the nine republics which signed an April 23 agreement with the Kremlin to form

a renewed union have since ratified the draft treaty. However, the Ukrainian action may encourage Mr Boris Yeltsin, president of the Russian republic, to advise his parliament not to endorse the deal when it comes up for debate next week. Mr Yeltsin has voiced serious reservations about the treaty.

The republic's decision to delay debate on the treaty rather than to reject it, typifies the Ukraine's current policy of pursuing greater independence as quietly as possible.

Sovereignty-minded Ukrainian leaders have enshrined the more direct tactics of the six republics which have refused outright to sign the treaty. This is partly because of significant pro-union sentiment in parliament and in some Russified regions of the eastern Ukraine. There are also fears of a Kremlin crackdown against the republic were it to opt openly for independence.

Deputies from the demo-

cratic bloc were delighted with yesterday's vote. They oppose the draft treaty because it would give the central government the power of direct taxation and some control over military industry. They also oppose the treaty's plan to limit the republic's right to establish its own army and currency and conduct an independent foreign policy.

Many Democrats had feared the communist majority would try to force the union accord through parliament, ignoring an earlier vote to allow a debate on the treaty only after the Ukrainian parliament had voted on its own constitution.

Last week, Mr Oleksandr Moroz, parliamentary leader of the communist bloc in the Ukrainian parliament, said he was considering such a gambit. However, public pressure seems to have dissuaded the communists from actually voting for the accord, although yesterday Mr Stanislav Hurenko, the hardline first sec-



Police prevent demonstrators entering the parliament in Kiev yesterday

retary of the Ukrainian communist party, did endorse the draft treaty.

Even as parliament debated the issue, radical Ukrainian students, whose hunger strike forced the republic's prime minister to resign last October, pitched their tents outside the building vowing to begin another hunger strike if parlia-

ment failed to postpone discussion of the treaty until September.

For the time being the Ukraine's traditionally orthodox communists are quiescent, but Mr Volodymyr Flenko, a democratic deputy from the eastern industrial city of Kharkov, hinted that Mr Gorbachev might still try to force the

Ukrainian parliament to override Thursday's ruling.

Ukrainians suspect that Kiev was chosen as the venue for next week's meeting between Mr Gorbachev and Chancellor Helmut Kohl of West Germany in part to give the Soviet president one last chance to nudge the reluctant Ukrainians into the union.

'Jolly Jacques' grabs chance to make history

By David Buchanan in Brussels

FOR THE next two days, 'Jolly Jacques' Santer, Luxembourg's easy-going prime minister, will chair an EC summit which will discuss some of the most contentious issues the Community has ever tackled.

Far from being content to preside over a simple 'stock taking' session, just recording what the Twelve have been able to agree on in the past six months' negotiations on political and monetary union, Mr Santer gave every sign, in his pre-summit letter to heads of government, of wanting to tackle many of the remaining hard issues.

Saying the summit 'must clearly mark our determination and capacity to proceed towards political and monetary union', the Luxembourg prime minister said he even wanted the summiters to discuss the controversial issues of security and social policy.

The summit's other Jacques, Mr Delors of the European Commission, said yesterday he had expressly advised the Luxembourg presidency to keep these two issues off the agenda, because on security 'views were too far apart', and on social policy 'we don't want to organise an ambush for one particular country - Britain'.

Ambushes are far from Mr Santer's style. It is not the way this bon vivant, consensus politician worked his way up through Luxembourg's civil service in the 1960s and through cabinet office in the 1970s to head the coalition government with the socialists since 1989. 'He does not take himself, or other people, too seriously', comments a Luxembourg diplomat.

But Mr Santer clearly does not want to miss another chance of writing Luxembourg into the Community history book, as happened when the grand duchy presided over the Single European Act's negotiation in 1992. He will want due acknowledgement of Luxembourg's considerable feat in drafting the 132-page treaty on political and monetary union, with relatively little help from the Commission.

At the same time Mr Santer is a man anxious not to antagonise. He has been known to tell visitors to his office: 'No one leaves here unsatisfied.'

Mr John Major, his UK opposite number, must hope that will be true of the summit.

Most of the workload of the Luxembourg presidency has fallen on his foreign minister, Mr Jacques Poos. A well-grounded socialist, known to some of the union rank-and-file in his party as 'Jacques Le Poosneur', the foreign minister has had to pound around the world representing the Com-

munity in the past six months, with little of the back-up that his counterparts from larger countries can call on.

In the Middle East, the flash-point at the start of Luxembourg's time in the EC chair, the duchy has to rely on the Dutch to represent its interests.

Most observers, however, give first prize for effectiveness to the youthful Mr Jean-Claude Juncker, who doubles up as the duchy's finance and labour minister. Through his efforts to get social directives through the Council largely founded on Britain's opposition, Mr Juncker's determination to get a political pact on indirect tax harmonisation was rewarded earlier this week with an agreement, to which the UK party subscribed.

Yet the duchy's own citizenry may not be all that pleased with a deal that will raise Luxembourg's standard rate of value added tax by three points. That is a matter Mr Juncker may find answered at the next election.

Supreme Soviet conservatives smell a CIA rat

By John Lloyd in Moscow

HARDLINERS in the Soviet leadership have accused President Mikhail Gorbachev of betraying the state's interests and have warned of a CIA-backed plot to destabilise the economy.

Transcripts of speeches by prominent hardliners at a closed session of the Supreme Soviet last Monday show them blaming him for the disintegration of the country and the advance of western power.

The president appeared to rout the hardliners with a thundering speech last week. But the transcripts, published yesterday, show they remain powerful and increasingly desperate as Mr Gorbachev moves towards devolving large powers to the republics and to institute radical reform. A key test of their strength will come today during a second day of debate on the privatisation bill, bitterly opposed by hardliners and many moderates.

Mr Vladimir Kryuchkov, the KGB chairman, used session to read out a 1977 KGB document addressed to the communist party central committee, which claimed that the CIA had trained agents 'whose personal character and professional abilities make them likely to rise to administrative posts within the state bureaucracy'.

Once they had risen to high posts they would then be directed to sabotage the Soviet economy, taking advantage of 'increasing contacts between the Soviet Union and the west', the document said.

Although Mr Kryuchkov did not name him, he clearly had in mind Mr Grigory Yavlinsky, who has drawn up a reform plan in association with US experts. Mr Gorbachev is now considering the plan as a basis for his presentation to the Group of Seven leaders next month. Mr Kryuchkov said this strategy was still active, and 'had produced certain results'.

Fears of a conspiracy are not limited to the hardliners, however. Mr Yavlinsky himself said yesterday he feared that those opposed to his project were committing provocations designed to show the west that it should not support Soviet reform. He pointed to the occupation by the special anti-riot OMON troops of the telephone exchange in the Lithuanian capital of Vilnius on Wednesday evening, as an example.

The interior ministry said yesterday the troops had recovered a cache of arms, and had left without incident.

Mr Yavlinsky said at least one demonstration had been directed against him - organised by the ultra-nationalist group Pamyat on Tuesday in Pushkin Square. However, he said it was itself attacked by passers-by.

In the same closed session, Marshal Dmitri Yazov, the defence minister, warned that the Soviet Union might suspend the pull-out of troops from east Germany because of lack of accommodation.

Already, that withdrawal has been slowed.

He also said that the army was 353,000 soldiers short, because of widespread draft evasion in many republics. 'Since all the republican presidents demand that Armenians

serve in Armenia, Azerbaijanis in Azerbaijan and Ukrainians in Ukraine, we shall soon have no armed forces.'

In an interview yesterday in Sovetskaya Rossiya, the paper of the Russian communists, Colonel Victor Alksnis, a leader of the Soyuz Group of deputies, said that aid from the west would be minor, and would be achieved 'only by giving up our sovereignty'.

Following Mr Kryuchkov, he said that CIA agents did not work by stealth, but openly, as 'agents of influence' of 'lobbyists'.

Mr Valentin Pavlov, the prime minister, who is also at work on the president's presentation to the G7 leaders in London in July, has been giving conflicting signals about his intentions. He said in a speech

to Soviet industrialists on Wednesday that the Yavlinsky programme implied that the Soviet Union had to reach a certain level of reform set by the west, all the while receiving aid strictly conditional on a programme of reform.

'I have my own ideas of how we must move to the market. We must ask ourselves whether we want to switch over to a market dependent on foreign capital, or our own.'

In a later interview, however, the prime minister said that the Yavlinsky plan and his own anti-crisis measures differed only in the sequencing of the steps towards the market. He claimed that 'I accept everything in it... I would say, we must accelerate our movement because if we don't we shall prolong the agony'.

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Brussels call to set up EC relief agency

By David Buchanan in Brussels

THE European Community should create a humanitarian aid agency to improve co-ordination of aid within the EC budget and with member states, and to reflect the increasing role the EC is playing in international relief operations.

Mr Manuel Marin, the commissioner responsible for development aid, said yesterday the EC executive would formally propose an EC aid agency in mid-July, aimed at rationalising the Ecu800m (€800m) a year the Community gives in humanitarian aid. At present, this aid is governed by seven separate sets of EC legal restrictions.

Speaking before today's summit at which the UK and Germany are expected to propose a strengthening of United Nations relief operations, Mr Marin said: 'Before deciding what should be done at the UN, the EC should first get its own house in order.'

He complained that the Commission, which had no means of distributing aid itself, was unfairly criticised by non-governmental aid agencies for not getting supplies to stricken areas in time. A proper EC agency could co-ordinate military transport that could only come from member states, he said.

Mr Marin noted that, although the EC was the biggest single contributor to UN development, food and refugee programmes, none of these world agencies was headed by a European.

The Commission said yesterday it had approved plans by the metals and packaging group Pechiney to set up a joint venture in the metallurgy sector with French steel giant Usinor Saeclor. Reuter reports from Brussels.

'The market share of this joint company will only be significant in France... (where) the power of this venture will be counterbalanced by the buyers, the carmakers,' the Commission said.

The approval was given following a month-long preliminary inquiry.

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DAI-ICHI KANGYO BANK

DKB ECONOMIC REPORT

June 1991: Vol. 21, No. 6

Increasing Signs of an Economic Slowdown

1990: Strong Corporate Sector and Softening Household Sector

Japan's year-to-year economic growth in 1990 ranged from a high of 6.6% in the first quarter to a low of 2.1% in the last quarter.

Slowing demand has overshadowed production activity since last fall. In general, overall production has flattened out and inventory has gradually risen, although at varying levels depending on the types of industries such as materials producers and processors, and depending on the kind of goods such as capital and consumer products.

Corporate sector demand, centering on capital investment, remained generally firm last year. However, personal consumption slowed during the second half of the year and housing investments

dropped sharply in the final quarter. The 1990 economic situation can thus be characterized as a combination of a resilient corporate sector and a softening household sector.

1991: Consumption to Regain Firmness; Investment to Slow

In 1991, Japan's economy is likely to see very different developments. In the household sector, the major causes for the sluggish personal consumption since last fall include weak demand for heaters and clothing due to an unseasonably warm autumn and winter, higher prices for fresh foods and oil products, and a fall in demand for consumer durables such as cars.

However, some positive signs have appeared since the beginning of the

year. Per-household consumption, for instance, turned slightly upward on a year-to-year basis (Figure 1). The accelerated pace of price rises seems to have passed its peak (Figure 1).

Japan's acute shortage of labor held the annual spring wage hikes at levels just slightly below last year, despite low corporate profits. This opens the door for an upsurge in personal consumption in the coming months, if prices stabilize.

Meanwhile, new housing starts have fallen sharply since January, perhaps inevitably so, since they averaged as many as 1.6 million per month over the past four years. A stable decline will continue in the coming months particularly for houses for rent.

Capital investment has so far remained strong, however, corporate

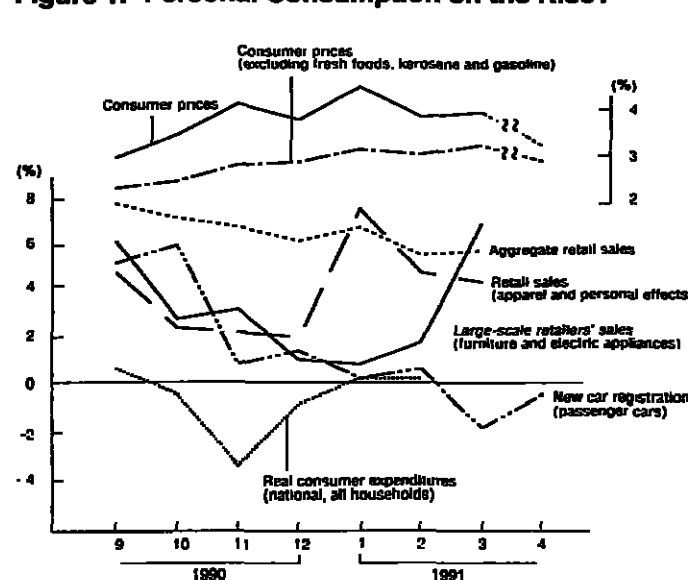
plans for the near future are becoming more conservative. Tight credit has made fund-raising difficult, depreciation burdens have swollen, and demand has slowed both at home and abroad (Figure 2).

Slower housing construction and reduced capital investment are therefore unavoidable in 1991, due mainly to cumulative effects of the past tight money policy.

Exports, which currently remain firm, will also slow because the U.S. economic outlook continues to be discouraging. The faltering U.S. economy also affects other Asian countries, including NIEs and ASEAN, resulting in weaker regional demand for Japanese products.

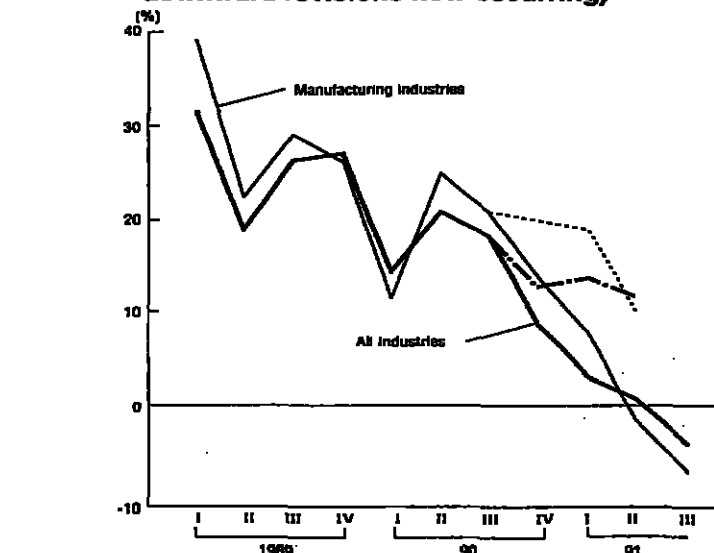
In general, then, Japan's economy will increasingly show signs of slowing down.

Figure 1. Personal Consumption on the Rise?



Notes: 1. Year-to-year changes. Nationwide consumer prices (except for April which is based on the Tokyo metropolitan area of 23 wards). Sources: The Management and Coordination Agency, The Ministry of International Trade and Industry, Japan Automobile Manufacturers Association, Inc.

Figure 2. Capital Investment Losing Steam (Substantial downward revisions now occurring)



Notes: 1. Seasonally adjusted year-to-year changes in nominal terms drawn from March 1991 issue of 'Business and Investment Survey of Incorporated Enterprises.' Real-term estimates for 1991 Jan-Mar. Projected figures for Apr-Jun and Jul-Sep. 2. Dotted lines represent real-term estimates & projected figures at the time of the previous survey (Dec. 1990). Source: The Economic Planning Agency

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EUROPEAN NEWS

Yugoslavia's army stalking the stage

Many people see the military as a player, not an umpire, reports Anthony Robinson

WITH the passing of Yugoslavia's phoney war, tanks have been sent in to seal off the external borders and mount a display of force to intimidate Croats and Slovenes alike with the tread of armoured steel and the screech of jets overhead.

But the Yugoslav army is ill-equipped to give aid to the civil power and act as arbitrator of last resort in political and ethnic disputes. It is perceived as a player, not an umpire, by many non-Serbian Yugoslavs and regarded with suspicion for ideological reasons by many non-communist Serbs.

Serbs, who make up just more than a third of the total Yugoslav population, constitute 70 per cent of the military officers commanding the 138,000-strong conscript army. Serbia is also home to the bulk of Yugoslavia's substantial military industry while much of the hard currency-earning export potential of the country is in the western republics of Slovenia and Croatia whose declaration of independence sparked off the military intervention.

The army has a clear interest in keeping the two western republics inside the unified Yugoslavia because it is their budget contributions which help to pay their salaries and expensive imports of foreign equipment.

As it was in the Soviet Union, the military was a leading beneficiary of the old system and the officer caste remains one of the last bulwarks of communist nostalgia. Late last year senior officers, such as Admiral Branko Mamula, the long-serving defence minister under Yugoslavia's founding President Marshal Josip Tito, set up a new "League of Communists movement for Yugoslavia" to act as a rallying point for those seeking to preserve the Titoist heritage.

Under President Tito the army was widely perceived as a national institution. Its main role was to defend the country, and its unique national brand of self-management socialism, against real threats - at first from Josef Stalin and later, but less convincingly, from the Brezhnev doctrine of "limited sovereignty" for the socialist states of east and central Europe under Soviet President Leonid Brezhnev.

The collapse of the potential Soviet threat has greatly reduced the need for an army trained and equipped to hold down attacking Soviet armour long enough for its specially-trained units to continue the war from the mountains. It is not an army trained and equipped for riot or police duties.

Increasingly army command-



Slovenian soldiers at a ceremony marking Slovenia's independence from Yugoslavia

ers have had to resist the attempts of Serbian politicians, especially the communist president Slobodan Milosevic, to use the army to further hard-line nationalist policies. These are to cement Serbian control over Kosovo and Vojvodina and to ensure that Serbian enclaves in neighbouring Cro-

atia and Bosnia-Herzegovina are at least protected, and re-integrated into a resurrected Greater Serbia should the Yugoslav state disintegrate. The risk is that military intervention to keep Slovenia and Croatia within the federation will lead not only to clashes with the armed militias of both republics but also to potentially uncontrollable inter-ethnic violence in the border areas of Croatia and above all in the Serb-Croat-Muslim melting pot of Bosnia.

Until now the military has acted with restraint in inter-ethnic clashes, although, inevitably, it has been accused of siding with Serbs in several instances. Officers are only too aware that the conscript soldiers under their command come from all parts of the

country, although the ethnic diversity of the troops has been reduced in recent months as dissident republics have refused to allow their men to be conscripted in the Yugoslav army.

Instead they serve in the national militias. These factors have restrained General Veljko Kadijevic, the defence minister who has been able to rein in hardliners such as General Blago Adzic, head of the army chief of staff, who wanted the politicians to declare a state of emergency and allow the military a free hand.

Now the military card is being played. It looks like a gambler's throw to force politicians to reassess the dangers of disunity. But it could go badly wrong.

French think-tank calls for 'buy European electronics' act

By William Dawkins in Paris

FRANCE'S MAIN official think-tank yesterday called for the establishment of a "buy European" act to encourage public administrations to purchase more European-made electronics equipment.

The proposal is part of a general revival strategy for the European electronics industry tabled by the Commissariat Général du Plan, in response to a request from six government departments last year.

It also calls for a European system of compensation payments to reward electronics equipment producers for buying European components - apparently modelled on the common agricultural policy - an idea immediately dismissed as unrealistic by

the French Industry Ministry. The government departments involved, over the next six months, will discuss the report, drawn up by Mr Jacques Maillet, chairman of Intertechnique, an aerospace electronics group.

While it is too early to say which - if any - parts of the study might be adopted as official policy, it is the latest stage in the intense debate going on in French government and industry over how to respond to Japanese competition in a range of sensitive sectors.

The report suggests Europe should emulate the US "buy American" act in the electronics sector. This measure has imposed domestic purchase preferences in the US since

1933, though the study does not point out that such preferences have eroded considerably in recent years.

The study claims such legislation would be a "weapon of dissuasion" in GATT negotiations and could be used as a bargaining counter when trying to obtain reciprocal access to other markets.

It argues there is no long-term future as separate companies for the three leading European semiconductor makers, Philips, Siemens and SGS-Thomson, it calls for a "concentration" of the European industry and urges it to seek "major accords" with US groups, to gain faster access to new technologies and achieve economies of scale.

Optimism on chemical arms treaty

THE Soviet Union yesterday reported progress at protracted Geneva talks aimed at banning the making and stockpiling of chemical weapons and said a treaty could be ready by the middle of next year, Reuter reports from Geneva.

Mr Sergei Ratsanov, head of the Soviet delegation at the 39th session of the Conference on Disarmament, told reporters he felt negotiations could conclude by mid-1992, and other delegates were even more optimistic.

He said the six-week session ending yesterday had made headway on clauses of the draft which would explicitly prohibit any use of chemical weapons.

It would also commit signatories to destroy all stocks.

Italy prepares to reopen case on death of Calvi

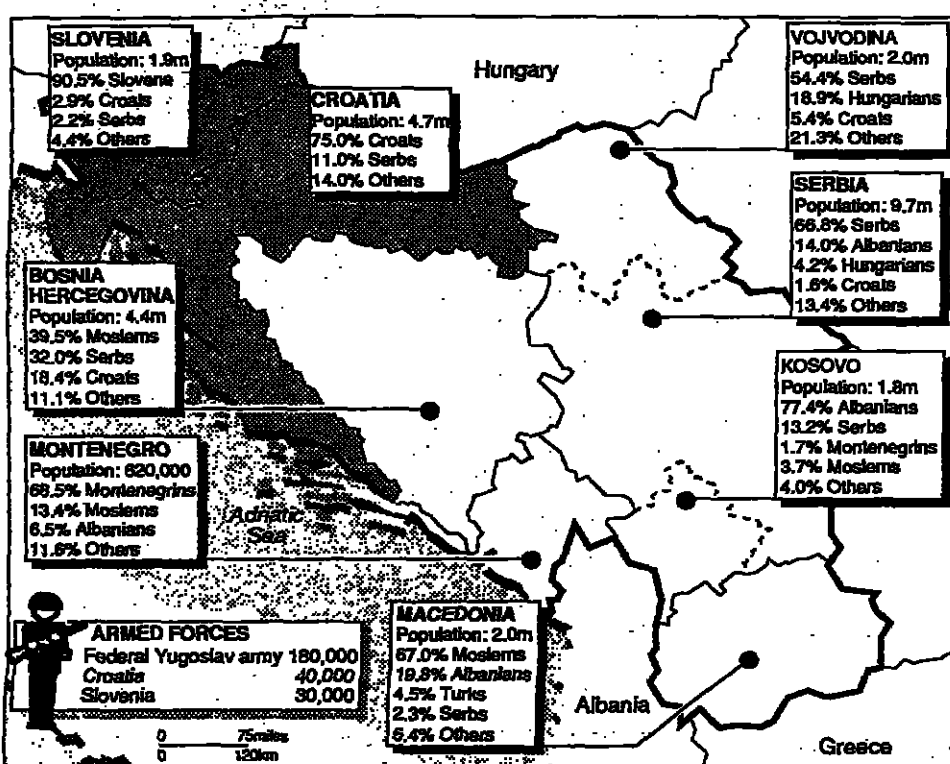
AN ITALIAN magistrate will open a new investigation into whether "God's Banker" Roberto Calvi, found hanging under a London bridge in 1982, was murdered or committed suicide, judicial sources said yesterday, Reuter reports from Rome.

The move comes at the end of an investigation linked to the crash of Calvi's Banco Ambrosiano collapsed leaving \$1.3bn in bad debts.

The Vatican Bank, which had a small stake in the Ambrosiano, has denied any responsibility but paid \$250m to creditors in what it called a goodwill gesture. The magistrate was reported to want to open the new investigation into Calvi's death because of evidence which emerged during his investigation concerning Calvi's documents.

ioni Generali, has appealed. The civil court judges' report said that murder had to be considered more probable and plausible than suicide, and that Calvi could have been strangled to death and then hanged.

Calvi, dubbed "God's Banker" because of his links with the Vatican, was found dead shortly before Banco Ambrosiano collapsed leaving \$1.3bn in bad debts. The Vatican Bank, which had a small stake in the Ambrosiano, has denied any responsibility but paid \$250m to creditors in what it called a goodwill gesture. The magistrate was reported to want to open the new investigation into Calvi's death because of evidence which emerged during his investigation concerning Calvi's documents.



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NOTICE IS HEREBY GIVEN that pursuant to paragraph 6(b) of the Terms and Conditions of the above Bonds and in conformity with the Fiscal Agency Agreement dated as of 9th August 1983, ECU 4,500,000 in principal amount of the above Bonds will be redeemed on 9th August, 1991, at par (the redemption price) together with accrued interest thereon to said redemption date. The drawing has taken place on 17th June, 1991, in Luxembourg.

Serial numbers of the Bonds to be redeemed are set forth below on groups from one number to another number, both inclusive:

504	816	1432	1503	1804	1851	2154	2211
2612	2570	3271	3280	3480	3503	3804	4029
4130	4231	4233	5242	5341	5343	5690	5779
7237	7336	8502	8801	9251	9257	9359	9435
9536	9550	10859	10889	11080	11152	11453	11605
11806	11852	11953	12058	12203	12302	15071	15170
15689	15786	15887	15888	16148	16192	17393	17486
17587	17645	18920	19019	18906	19328	20029	20150
20351	20466	20866	20878	20780	20905	23074	23141
23448	23763	23857	24033	24073	24172	24373	24573
24594	24693	27322	27543	27644	27721	28945	28959
28980	29083	29184	29189	29290	29444	32868	32967
34004	34109	34854	34953	36327	36426	36517	36552
36653	36679	36890	36903				

The following bonds, called for redemption on 9th August 1988, have not yet been presented for the payment:

4705

The following bonds, called for redemption on 9th August 1988, have not yet been presented for the payment:

5443 5446 8044 8048 22519 22520

The following bonds, called for redemption on 9th August 1989, have not yet been presented for the payment:

23 28 310 312 345 362 430 431

1322 1336 2781 2783 4793 4797 6107 6119

6500 6506 7137 7139 9705 9708 9772 9781

11341 11344 11927 11932 12445 12544 12555 12564

12592 12600 16406 16417 17341 17360 19815 19917

24113 24123 24145 24148 27376

The following bonds, called for redemption on 9th August 1990, have not yet been presented for the payment:

1428 1438 1862 1865 1925 1928 1947 1961

2795 2797 2823 2825 2850 2852 3257 3260

3314 3316 3320 3324 3347 3356 3736 3751

4872 4877 6545 6548 6757 6784 6798 6794

6801 6817 7721 7740 7747 7757 8062 8083

8191 8200 8214 8451 8455 8457

8458 8476 10259 10262 10264 10265 10269 10272

10275 10286 10286 10296 10317 10319 10739 10787

11033 11050 11082 11072 11083 11086 11086 11089

12601 12603 12646 12646 14225 14225 14241 14243

14272 14279 14630 14683 14926 14930 15607 15628

15662 15663 15920 15929 15950 15962 16436 16447

17361 17368 17371 17487 17487 18024 18024 18037

18077 18087 18457 18470 18486 18492 18494 18495

18501 18536 20151 20152 20163 20170 20184 20188

20737 20740 21058 21057 21096 21101 21111 21112

21128 21142 22774 22780 22800 22823 22849 22849

37857 37875 37891 37908 37940 37948 37956 37959

37988 38001

Amount outstanding after 9th August, 1991: ECU 3,500,000

Interest on the Bonds to be redeemed will cease to accrue on the redemption date. On such date the redemption price will become due and payable on each of said Bonds and payment thereon together with accrued interest will be made at any one of the following paying agents: the office of Societe Generale Assurances de Banque, Brussels branch, the office of Generali Bank, London branch, the office of Credit Suisse, Zurich, and the office of Societe Generale Paris upon presentation and surrender of said Bonds with all coupons attached maturing after said redemption date. In the event that any such coupon is not so attached, the amount of said coupon will be deducted from the redemption price.

Coupons which shall mature on, or shall have matured prior to, said redemption date should be detached and surrendered for payment in usual manner.

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INTERNATIONAL NEWS

Vietnam chooses leader to continue reform policy

By Alexander Nicoll, Asia Editor

VIETNAM yesterday announced leadership changes which seemed set to keep the country on a course of economic reform under Communist party rule.

Mr Do Muoi, 74, the prime minister, was appointed secretary-general at the end of a four-day party congress in Hanoi. He replaces Mr Nguyen Van Linh, 75, who has overseen fundamental market-oriented changes to Vietnam's economic structure since he was elected at the last congress in 1986.

Mr Muoi is a party disciplinarian but also an economic pragmatist who has embraced reform. He is seen as providing a transition to a younger leadership. "We can't bring in new people suddenly. We can't do anything that will cause a shock," said a Hanoi government official quoted by Reuters.

The appointment of eight new members of a 13-man Politburo brought the average age down to 64 and introduced technocrats likely to maintain the pace of economic change. Among those departing were Mr Vo Chi Cong, the president, Mr Mai Chi Tho, interior minister, and Mr Nguyen Co Thach, foreign minister.

Mr Thach, who at 68 had been the youngest member, was also the best known outside Vietnam, as he had been foreign minister since 1980. He is thought to have disappointed the party by failing to improve relations with the US after Vietnam agreed to pull troops out of Cambodia. But yesterday he said he was stepping down because he wished to do so.

The changes were interpreted as progress for the reformers, led until now by Mr Linh. They have sought to pull the country out of paralytic poverty through the *doi moi* economic reform programme, on which the International Monetary Fund has given advice and praise.

At the same time, they are determined to maintain the party's firm political hold. Mr Linh - whose retirement was not a surprise, as he has been in poor health - told the congress that this would remain the goal despite the collapse of communism elsewhere. The promotion of Mr Muoi and the



Do Muoi: known as an economic pragmatist

elevation to the politburo of Mr Phan Van Khai, who heads the state planning commission, was also the best known outside Vietnam, as he had been foreign minister since 1980. He is thought to have disappointed the party by failing to improve relations with the US after Vietnam agreed to pull troops out of Cambodia. But yesterday he said he was stepping down because he wished to do so.

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Hawke breaks even after a party gamble

Labor's conference passed off more peacefully than expected, writes Kevin Brown

THE Australian Labor party's backroom staff could hardly have chosen a more richly symbolic venue for the annual party conference this week than the West Point casino complex in Hobart, capital of the island state of Tasmania.

From the start, Labor was gambling that the divisions between left and right could be kept under wraps, and that its simmering leadership crisis would not boil over.

The conference was at first intended to celebrate the centenary of the party's formation, either by sheep shearers in Queensland or dock workers in Sydney - no one is quite sure.

But the script had to be thrown out earlier this month when Mr Paul Keating, the federal treasurer, unsuccessfully challenged Mr Bob Hawke, the prime minister, for the leadership.

Mr Hawke's relatively narrow victory left him dependent on the left, historically the least influential of Labor's main factions, and vulnerable to a further leadership challenge.

Mr Keating stayed in Canberra, judging that his presence in Hobart would be counter-productive. But there were plenty of Keating supporters waiting for an opportunity to trip up the prime minister.

In the event, the conference passed off more smoothly than many had feared, with only one outbreak of the vicious public brawling for which Labor

is famous. The row came at the beginning of the week, when the left chose to test the extent of its influence by running a candidate for the vacant position of federal president.

The left scored an initial success by securing enough votes to block the election of Senator Stephen Loosley, the right-wing candidate. However, the right got its way in the procedural wrangling that followed, proving that it remains strongest at what Senator Robert Ray, a key right-wing organizer, calls "the noble profession of arm-twisting".

The row was embarrassing for Labor because it brought the profound distrust between the factions into the open. But the early defeat of the left removed the heat from the remainder of the conference by demonstrating that the right remains in control.

As a result, Mr John Kerin, the right-winger who replaced Mr Keating as Treasurer, had little trouble dismissing left-wing attacks on the government's conservative fiscal and monetary strategy.

With the left already beaten, Mr Kerin gave the conference a lecture on the importance of maintaining downward pressure on inflation and the current account deficit. The main left-wing resolution calling for pump-priming to create jobs was not even discussed.

The delegates even found a subject - a 10-year timeframe for abolition of the monarchy - on which they were



Hawke: a touch of royal disdain

genuinely united, even if the resolution was approved "not very vigorously", as Mr John Bannon, the outgoing federal president, put it.

Having dealt with Queen Elizabeth, the delegates turned to the future of Mr Hawke, who mixes populism with more than a touch of royal disdain. The prime minister, who is not a good pub-

lic speaker, has a reputation for treating party conferences to rambling dissertations.

But with leadership speculation alive in every bar and corridor, he put a lot of effort into a speech designed to present himself as the only leader who could achieve a fifth successive election victory for Labor in 1993.

Echoing Louis XIV, who told his court "l'état, c'est moi", Mr Hawke pointed out that he is the only Labor leader also to have served as president of the Australian Council of Trade Unions, the party's industrial wing.

"I have... come not just to understand the relationship between the trade unions and the Labor Party, but in my life, for a generation, to live out that relationship. That history is imbedded in me and has become part of me," he told delegates.

Having clearly decided to go onto the attack against Mr Keating - the man some see as the king over the water - Mr Hawke declared the election campaign open, clearly betting on the party's reluctance to dump its leader until the election is over.

But there was one place of Labor history he did not recall: the day in 1963 when Mr Bill Hayden, the former Labor leader, abdicated after a long campaign of destabilization by Mr Hawke. Like Mr Keating, Mr Hawke had lost an earlier challenge. His victory came on the day Mr Malcolm Fraser, the Liberal prime minister, called the 1983 election.

MP condemns funding of 'terrorism' by the taxpayer

UK row over Cambodian role

By Emma Tucker

BRITISH taxpayers' money was used to fund "terrorism" in Cambodia, a Labour MP claimed in the House of Commons yesterday.

Mr Chris Mullin also accused the government of deliberately misleading parliament over its role in assisting non-communist forces which have been in a loose political alliance with the extremist Khmer Rouge.

His comments followed an admission on Tuesday by Mr Archie Hamilton, the armed forces minister, that from 1983 to 1989 the government provided training to the armed forces of the Cambodian non-communist resistance.

The non-communist groups, the Khmer People's National Liberation Front and the guerrilla army of Prince Norodom Sihanouk, the country's former monarch, joined cause with the

Khmer Rouge to fight the Vietnamese occupation of the country. Hanoi invaded in 1979 to oust the Khmer Rouge regime of Pol Pot. Mr Hamilton's answer contradicted assurances given by ministers since 1980 that there was no British government involvement with the non-communist resistance.

A letter written in October 1990 from Mrs Margaret Thatcher, the former prime minister, to Mr Neil Kinnock, the Labour leader, said: "I confirm that there is no British government involvement of any kind in training, equipping or co-operating with the Khmer Rouge forces or those allied to them."

Mr Mullin condemned the government for failing to make a statement and said the House had a right to know why taxpayers' money was used to

"fund terrorism in Cambodia". In his written answer on Tuesday, Mr Hamilton said the purpose of the training was to strengthen the position of the non-communists "in relation to the more powerful forces of the Khmer Rouge and in their struggle against the Vietnamese imposed regime in Phnom Penh".

He said there would never be any British assistance or support for the Khmer Rouge.

© Cambodia's warring factions said they made progress yesterday towards removing the main obstacle blocking an end to the 12 years of civil war.

Prince Sihanouk said disagreement over a United Nations peace plan was the sole topic of conversation during the informal talks and the process had "certainly" advanced.

France and Iran close to settling dispute over loans

By George Graham in Paris

FRANCE AND Iran are on the verge of settling their financial dispute over millions of dollars of loans and contracts interrupted by the Iranian revolution 12 years ago.

Despite the last-minute cancellation on Wednesday of a visit to Paris by Mr Ali-Akbar Velayati, the Iranian foreign minister, French officials appear confident the last obstacles to a settlement can soon be worked out.

At the heart of the dispute is a \$1bn (260bn) loan made by the late Shah of Iran to the French nuclear energy authority, of which the French government has already repaid \$630m.

Offsetting Iran's claim for repayment, however, are a series of counter-claims by French companies whose contracts in Iran were cancelled when the revolution broke out.

Mr Roland Dumas, the French foreign minister, warned that there were "a few problems" unresolved, but Mr Mahmoud Vaezi, Iran's deputy foreign minister and chief negotiator on the dispute, is expected in Paris next week to continue the discussions.

Mr Dominique Strauss-Kahn, the French industry minister, said yesterday that the nuclear loan dispute appeared to be well on the road to settlement, and that he hoped this would pave the way for French com-

panies to sign new contracts in Iran.

Among the companies likely to be interested are the vehicle maker Renault, which is involved in plans to build a car plant with Iran's Saipa, and Peugeot, which supplies the Paykan car kit for assembly. GEC-Alsthom, the Franco-British electrical engineering group, could also bid for the Tehran metro project.

Two obstacles remain to be settled before these new contracts can go ahead: Article 139 of the Iranian constitution, which provides for arbitration clauses in contracts to be submitted to the Iranian parliament, and recent legislation which prevents the Iranian central bank from guaranteeing settlement payments.

Mr Hadi Najad Husseinian, Iran's minister for heavy industry, assured the French government during a visit to Paris this week that Article 139 applied only to contracts between Iranians, thus removing this source of concern. France is waiting for written confirmation of this.

The second obstacle is expected to be resolved by an agreement allowing some smaller settlements to be guaranteed by commercial banks - most of which are in any case state-owned - while retaining the central bank's guarantee for the larger contracts.

Japan to invite critic Cresson for official visit

By George Graham

JAPAN PLANS to invite Mrs Edith Cresson, the French prime minister who has become notorious for her obsession with Japanese economic expansion, for an official visit.

Mr Akitsune Kiuchi, the Japanese ambassador to France, said he planned to deliver the invitation when he visits Mrs Cresson next Wednesday.

He hoped it would be possible to arrange the visit for this year, but Mrs Cresson has already said she would be unlikely to be able to go before next spring.

Mrs Cresson has in recent weeks tried to prove she has "absolutely nothing against the Japanese", but her forthright attacks on Japanese industrial aggression since she took office last month have at times verged on a more sweeping national hostility.

Mr Kiuchi, however, said he wanted to dispel misunderstandings. "Mrs Cresson is becoming very popular with us and she will certainly be very well received, because there is no problem between our two countries," he said.

Kaifu stresses importance of Hong Kong

MR Toshiki Kaifu, the Japanese prime minister, has told China's foreign minister of the importance his country attaches to Hong Kong, Reuters reports from Tokyo.

A Japanese official said Mr Kaifu, who will visit China in August, also told Qian Qichen that Beijing should make compromises to improve its relations with Washington. The official quoted Mr Kaifu as saying: "It is important for Hong Kong to maintain its economic freedom and vitality for the development of China's reform and open-door policy, as well as for Sino-Japanese relations and Sino-British relations." The colony reverts to Chinese rule in 1997.

Official figures show Japanese investment in Hong Kong at March 1991 at \$9,560m (\$24m), the most favoured destination for Japanese investment in Asia after Indonesia. It accounts for 3.3 per cent of total Japanese investment worldwide.

The official quoted Qian as saying he agreed with Mr Kaifu. China hoped Hong Kong would be a stable financial centre and it would work to that end.



Jalal Talebani (left) and Massoud Barzani, the main leaders of the Kurdistan Front, meet to discuss an autonomy deal with Baghdad

UN demands Iraq say where N-materials are

By Michael Littlejohns, UN Correspondent, in New York

THE UNITED NATIONS yesterday demanded that Iraq disclose the whereabouts of suspected nuclear-related material that the US has alleged was removed from a military complex near Baghdad earlier this week before UN experts could inspect it.

But Mr Abdul-Amir al-Anbari, the Iraqi delegate, after a meeting with the president of the Security Council, again denied any violation of council resolutions.

The burden of proof was on the accusers, he told reporters. "What evidence?" he asked, referring to US intelligence photographs shown privately to Security Council members.

"Some materials have been removed from one site to another? Assuming this is

true, it could be anything." Nonetheless, most members appeared convinced by the Americans' information, details of which were kept secret apparently because experts might otherwise learn the extent of the US reconnaissance capability.

A UN under-secretary general who saw the photographs, said privately that he considered the evidence of Iraqi deception was "overwhelming".

Mr Jean-Jacques Bechir, of the Ivory Coast, current president of the council, was understood to have asked Mr al-Anbari to request from his government a high-level reaffirmation in writing of Iraq's agreement to comply with all of the ceasefire terms.

These included the destruction of its most dangerous weapons under UN supervision and UN inspection of its nuclear weapons-related materials, ballistic missiles and chemical and biological weapons.

No further meeting of the council on the question was scheduled pending Iraq's response to Mr Bechir's demarche.

But diplomats said most members took a very serious view of Iraqi intransigence and believed that further action was inevitable if Baghdad's replies were unsatisfactory.

Under the monthly rotation system, Cuba, which has sided with Iraq against the majority on several past resolutions, takes over the presidency for July.

Pretoria changes schools policy

THE South African government changed tack yesterday and eased the procedure for blacks attending squallid township schools to move to closed white schools, AP reports from Johannesburg.

Mr Stoffel van der Merwe, minister for black education, announced the policy a day after police blocked hundreds of black students from leaving one township school to occupy a padlocked school in a nearby white suburb.

Mr Van der Merwe had said on Wednesday it would be too costly to transport black students from their townships to white schools shut down because of declining rolls.

Anti-apartheid groups argue that closing the schools was a ruse to prevent blacks from coming to white areas where the schools are located.

"No facility should be lost for education," Mr van der Merwe said in Pretoria yesterday, adding that 40 closed white schools already had been allocated to other education departments and institutions, including two to black education.

He said each case should be judged on merits to consider the costs and the rights of local residents.

President FW de Klerk yesterday signed legislation formally repealing the last remaining apartheid laws, but education remains largely segregated under the current constitution.

White state schools have been allowed to integrate since January, but only if 75 per cent of the white parents vote for integration. About 100 schools have done so, while some 2,000 schools remain all-white.

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1989-1991

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Federal Republic of Germany	36,674	33,075
EC market (without Germany)	18,876	17,962
Other markets	29,950	30,261
Employees (at year-end)	376,785	368,226
Federal Republic of Germany	303,404	298,199
Foreign	73,381	70,027
- Figures in millions of DM -		
Personnel Expenses	26,890	23,199
Depreciation Allowances	3,780	3,218
Cash flow	6,711	5,991
Investments	6,857	7,620
Research and Technology	8,193	7,546 ¹⁾
Net income	1,795	1,700 ²⁾

¹⁾ After inclusion of Messerschmitt-Bölkow-Blohm GmbH (MBB) for comparison purposes.
²⁾ Result calculated on a comparable basis to the previous year excluding non-recurrent income and expenses of DM 5.1 billion.

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AMERICAN NEWS

FDIC to run out of cash before end of the year

By Peter Riddell, US Editor, in Washington

THE Federal Deposit Insurance Corporation, which insures bank deposits, has warned that it will run out of money before the end of this year, faster than previously expected.

Mr William Seidman, FDIC chairman, yesterday told Congress that losses to the fund may be \$2bn (\$1.2bn) greater than previously expected as a result of languishing property markets and the weak economy.

The pessimistic forecast suggested that the fund was likely to decline from \$8.4bn last December to \$1.7bn by the end of this fiscal year on September 30. Soon afterwards it would run out of money, with a deficit of \$10bn to \$15 months.

A more optimistic estimate saw the fund having a positive balance of \$3.2bn at the end of September, but it would have a deficit of \$3bn a year later.

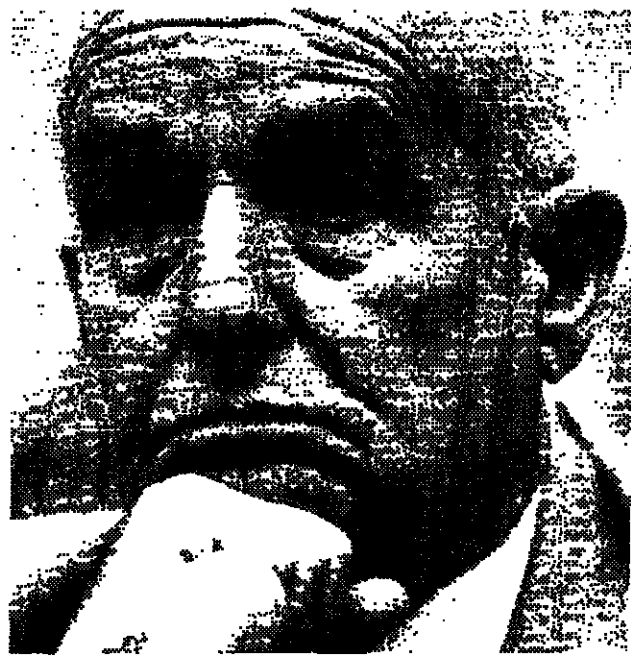
But Mr Seidman emphasised: "The pessimistic scenario is not the worst-case scenario. If substantial deterioration occurs in other real estate markets, such as California or the south-east, insurance losses will be greater than indicated."

His comments, which follow higher estimates of the cost of the savings and loan rescue, have increased congressional jitters about the possibility of taxpayers having to bail out of the banks as well.

Congress is already considering proposals to authorise the FDIC to increase its borrowings substantially, to cover such losses.

These would be repaid by higher insurance premiums paid by banks.

Worries about the fragile state of US banking have been cited by those supporting the Treasury's call for comprehensive reform. The House banking committee has this week approved the most far-reaching changes to the structure of US banking for 80 years, which will lead to nationwide branch banking and commercial businesses being allowed to own banks.



Seidman: pessimistic scenario is not worst-case scenario

reform. The House banking committee has this week approved the most far-reaching changes to the structure of US banking for 80 years, which will lead to nationwide branch banking and commercial businesses being allowed to own banks.

This has been partly based on the argument that these moves would cut costs, boost profits and inject more capital.

However, these changes face several further hurdles in both the House and the Senate.

Several powerful congressmen have argued that the gloomier outlook on the bank insurance fund means that a measure focusing just on its recapitalisation should be a

priority and comprehensive reform should be left until later. The House banking committee has sought to impose tight restrictions on such changes to minimise the risk of further calls on the bank insurance fund.

In particular, it has sought to strengthen firewalls between banks, with their insured deposits, and other operations of any affiliated or owning group.

The committee has also agreed a compromise to limit long-term lending by the Federal Reserve to ailing banks through the discount window.

However, it would still operate as lender of last resort.

Recession in US may have ended in April

By Michael Prowse in Washington

THE US recession may have ended in April or even earlier, Mr Michael Boskin, the White House chief economist, indicated yesterday.

His comments followed a fresh crop of positive economic statistics. The Commerce Department said personal incomes and consumption rose sharply in May, while the Labor Department reported a further fall in mid-June in the number of people filing claims for unemployment insurance.

Mr Boskin said business would be the basis of four indicators: non-farm employment, real incomes, industrial production, and real manufacturing and trade sales.

Employment appeared to have troughed in April. Industrial production and manufacturing and trade sales in March, and real incomes in February. But he declined to predict which month the National Bureau of Economic Research, a non-partisan body, would identify as the trough of the recession, which began last July.

Personal income rose 0.5 per cent between April and May, to register its biggest gain this year and its fourth consecutive monthly increase. Personal consumption, boosted by a fall in the savings rate from 4.0 per cent to 3.6 per cent as well as growth of incomes, rose 1.1 per cent.

The spending increase was broadly based, with higher purchases of durable and non-durable goods and services. The underlying rise in incomes reflected wage and salary growth after increases in employment and the number of hours worked last month.

Initial claims for unemployment insurance fell by 17,000 to 431,000 in the second week of June, indicating a further gradual improvement of labour market conditions. Yesterday's figures increase the chance of a positive "something real is happening over there in Europe and that is much more of an opportunity than a threat", whereas in

Americans uneasy at new Europe

Peter Riddell interviews the head of the EC mission to Washington

IT IS far from easy for the Americans to come to grips with having to share power with newly-emerging political and economic powers in Europe and Japan, says Mr Andreas van Agt, head of the European Community delegation to the US.

Mr Van Agt, who has been in Washington since early last year, is well-placed to observe the changes in relations between those powers. He was prime minister of the Netherlands between 1977 and 1982 and served for more than 24 years as head of the EC delegation in Tokyo.

He sees a big difference between Europe's relations with the US and with Japan. The EC/US relationship is multi-dimensional, whereas "the EC/Japan relationship is exclusively about trade and commerce and has no political dimension", he says.

"There is even a difference within the realm of trade and commerce. There are many trade disputes between the transatlantic partners, but there is hardly ever serious animosity. There is quite a bit of sourness in the EC/Japan relationship, which there is not in EC/US relations. Sometimes we have a dispute flaring up, but basically the mood is friendly."

Contrasting attitudes exist about European integration. In the US, in contrast with the worries expressed for most of 1988 and 1989, the prevailing attitude when it comes to other than trade dimensions of integration, when it comes to political and security integration, the construction of European defence. Time and again you encounter that ambiguity. The official line proclaimed every day is that the European integration deserves to be supported by the US.

"However, behind the curtains there is whispering inspired by concern, fears, uncertainty that the Europeans are going it alone..."

There are not yet satisfactory answers. The Gulf war did not help. "That was a wonderful example of American naivety since in their newly

'The official line is that European integration deserves to be supported. But behind the curtains there is whispering inspired by concern, fears, uncertainty that the Europeans are going it alone...'



Van Agt: well-placed

Japan "the idea of a Fortress Europe under construction is still very much alive".

But Mr Van Agt does not believe the administration has come to terms with the post-Cold War Europe.

"There is that apparent ambiguity, ambivalence in US attitudes when it comes to other than trade dimensions of integration, when it comes to political and security integration, the construction of European defence. Time and again you encounter that ambiguity. The official line proclaimed every day is that the European integration deserves to be supported by the US."

However, behind the curtains there is whispering inspired by concern, fears, uncertainty that the Europeans are going it alone...

There are not yet satisfactory answers. The Gulf war did not help. "That was a wonderful example of American naivety since in their newly

found enthusiasm about Europe they had apparently overlooked the fact that Europe is hardly integrated at all in political and military matters. Expectations about what the EC could do were much too high and hence the disappointment was based on nothing, on expectations that they should never have developed."

But the damage was limited because "the war ended so soon, the victory was so overwhelming and the Americans were so happy in the end". Moreover, the cautious way in which the inter-governmental conference on political union is developing is likely to reassure the Americans that there will be no spectacular change in the immediate future.

But there is confusion on the other side as well. Mr Van Agt acknowledges that "there is a substantial lack of understanding on the part of all too many

Europeans as regards the political decision-making process in Washington."

"Very many, even key, politicians in Europe do not have a full grasp of how basically important the position of the US Congress is."

It is noticeable that Mr Jacques Delors, the EC president, and fellow commissioners, with the main exception of Sir Leon Brittan, generally do not include meetings with congressional leaders on their regular visits to Washington, as, for example, Mr Boris Yeltsin is doing this week.

The central question is how can the transatlantic partnership survive in the absence of a threat from outside. Some argue that, instead of a Soviet military threat, the US and Europe may be drawn together by the economic challenge from Japan and countries such as South Korea, but that is not yet being openly discussed.

Mr Van Agt talks of the development of the idea of burden-sharing, defined very much in the European sense of sharing decisions rather than just foreigners making financial contributions to the US.

"Roughly speaking Europe is the concern of the Europeans, not exclusively since the Americans will keep contributing a bit to the recovery of eastern Europe and the Soviet Union, but Europe is first of all for the Europeans. Latin America is the main concern for the US. Japan has to do an awful lot to keep things nice in Asia. These are the broad outlines of a burden sharing concept that comes more and more to the fore."

Canada must change to survive says forum

By Bernard Simon in Toronto

AN ambitious exercise to gauge Canadians' attitudes towards reform of their political system has concluded that far-reaching changes are needed if Canada is to survive as a viable entity.

The Citizens Forum on Canada's Future, set up by the government last year as part of efforts to calm the national psyche after the collapse of the divisive Meech Lake accord, calls for a special constitutional arrangement for Quebec and an independent review of the policy of official bilingualism.

It suggests that the Senate, the upper house of the federal parliament, needs to be reformed or abolished, and that aboriginal people be allowed a greater measure of self-government. The government is also urged to cut financial support for multi-culturalism.

The 12-member forum is one of several groups which Mr Brian Mulroney's government is using in a carefully managed process to draw up a package of political reforms.

Mr Mulroney faces the daunting task of splicing the

guns of Quebec separatists, who are pushing for a referendum on sovereignty in October 1992, but at the same time satisfying English-speaking Canadians, who often demand that there should be no special treatment for Quebec.

The government expects to publish the first draft of its own constitutional proposals this autumn.

The commission's chairman, Mr Keith Spicer, a former Ottawa newspaper editor and commissioner of official languages, painted a sombre picture of Canada's present mood.

He said in a foreword to the report that "seen from abroad by both foreigners and Canadians, Canada looks like paradise. Yet seen from within, Canada looks to Canadians like a pessimist's nightmare of Hell."

However, he held out some hope for reconciliation between the English-speaking and francophone communities. He had recently sensed "a new potential for English-speakers' self-confidence and, among other benefits, a possibly franker, yet open, dialogue with Quebec."

US writes off part of Chile's debt

PRESIDENT George Bush of the US and Mr Alejandro Foxley, Chile's finance minister, yesterday signed an agreement to write off a small portion of Chile's official debt with the US, writes Leslie Crawford in Santiago.

The amount, believed to be less than \$10m, is only a fraction of the \$473m Chile owes the US Treasury - Mr Bush's efforts to obtain more debt-relief for Latin America are

blocked in Congress. None the less, the US government hopes that the write-off, signed on the first anniversary of the launch of Mr Bush's Enterprise for the Americas initiative, will send a positive signal to the region.

Mr Bush has been at pains to reassure Latin America that his plans to create a free trade zone from Alaska to the Antarctic remain alive.

Mr Foxley is also in Washington to sign a \$150m credit from the Inter-American Development Bank (IDB) to foster small and medium-sized businesses in Chile. This marks the beginning of the IDB's new lending strategy, channelling resources to the private sector as well as governments and state-owned companies.

Mr Foxley was also expected to use his Washington trip to further Chile's efforts to reach a free trade pact with the US.

WORLD TRADE NEWS

High-speed rail contracts put bidders on the spot

Engineering groups face formidable obstacles in race to win overseas tenders, writes Andrew Baxter

FOR A man who has just lost a six-year battle to convince Texas to spend \$8bn on a high-speed rail network incorporating his company's train technology, Mr Wolfram Martinson is in remarkably philosophical mood.

The president of Siemens' transportation group is putting a brave face on the decision by the Texas High Speed Rail Authority last month to award a franchise to Texas TGV, a US-led consortium including the Anglo-French GEC Alsthom, to build the first high-speed rail network in the US.

The Siemens-led consortium was first into the field in Texas but came under pressure once GEC Alsthom, builder of France's TGV high-speed trains, and its American partner, Bombardier, had dropped their pursuit of a similar deal in Florida and switched attention to Texas.

"Over those six years we had a lot of hopes and wishes," says Mr Martinson. But, he says, Siemens learned some important lessons from the battle - such as the need to have a strong US company heading the consortium - which he hopes will help the German company win contracts elsewhere in the US.

Even now, the Texas story is far from over. Texas TGV and its powerful leader, the US construction group Morrison Knudsen, will carry out feasibility studies for the network, which would eventually link

Dallas, Fort Worth, DFW airport, San Antonio and Austin with trains developed from the second-generation TGV Atlantic series.

But no contract has yet been awarded, and Mr Michel Perrecaudet, managing director of GEC Alsthom's transport division, says it will not come until 1994. The first phase of the 822-mile network, between Houston and Dallas/DFW airport, could be open by 1998. For Mr Perrecaudet, the franchise award is a strong vindication of GEC Alsthom's TGV technology and a "very relevant step forward" in a country where cars and airlines dominate passenger transport.

There is, as yet, no guarantee that the project will go ahead, but GEC Alsthom believes this is likely enough for it to allocate it significant resources. Both consortiums spent several million dollars on lobbying and legal work.

Raising the finance will be a tough challenge because of the size and novelty of the project, and because Morrison Knudsen has pledged that no public money will be necessary. The saga illustrates the many difficulties of bidding for high-speed rail contracts abroad. Engineering groups and transport lobbyists may believe they have won the policy battle for high-speed trains on short-haul routes between big cities, but winning orders is going to be a long, hard fight. As Mr Perrecaudet puts it, "it is all so big and so new" - and very political.

Apart from GEC Alsthom's sale of 24 TGV trainsets to Spain and 30 for the Channel Tunnel, the Texas project is the only one outside the "home" countries of France, Germany and Japan where a technology has been chosen. Outside Europe, a choice could be made next year in Korea and Taiwan.

A similar choice for the much-hyped Paris-Brussels-Amsterdam-Cologne network may not be much further down the line, although technical problems, particularly on the networks' incompatible power supplies, remain.

Winning a franchise, and converting it into a contract, will depend on four key prerequisites, apart from patience.

● Technology and the right project. The railway magazines may be full of news about ambitious plans for high-speed rail projects, but only close observation of an individual market's political characteristics, financial and technological demands, and transport priorities can save bidders from wasting time. Mr Perrecaudet, for example, believes the Japanese were "probably wrong" to ignore the Texas project.

● Having a proven product. GEC Alsthom had an important advantage over Siemens because it was able to use France's TGV network as a sales tool and entertainment facility for visiting Texas dignitaries. Japanese companies behind the Shinkansen (Bullet)

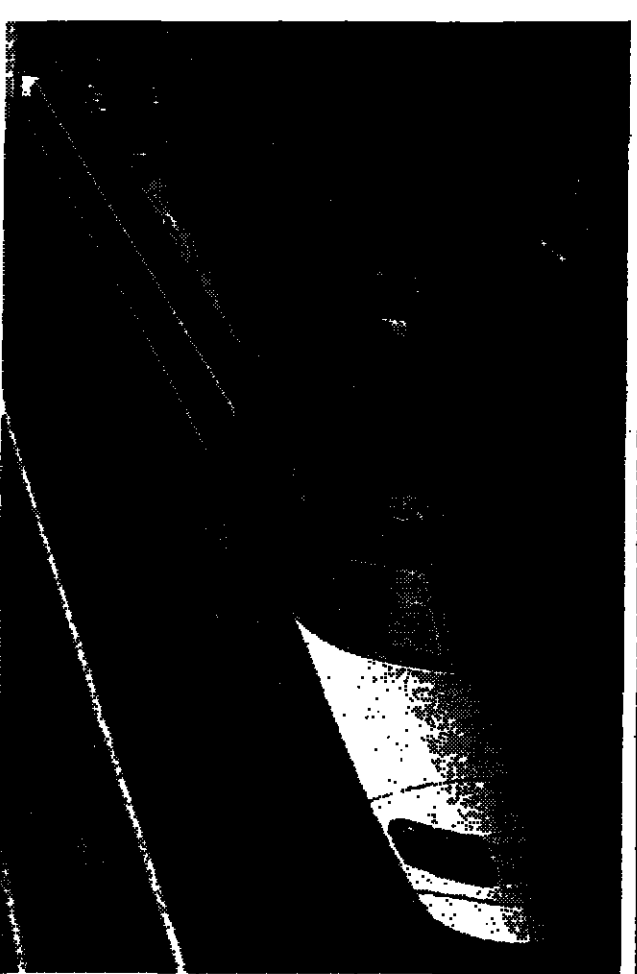
trains also have a successful home network, and are fighting for the more promising Far Eastern projects.

Now Siemens has Germany's ICE (InterCity Express) service to show off to overseas buyers, although it has been embarrassed by publicity over poor punctuality, door problems and blocked toilets since the trains came into service on June 2. Mr Martinson promises the problems will be sorted out soon and says overseas customers will quickly forget his French rival's advantage.

● Getting the consortium right. Differences between markets call for careful judgment of which company should head the consortium and bear the brunt of the lobbying effort, as Siemens found in the US. But any deal is bound to involve technology transfer and local manufacture. Taiwan's 200-mile project linking Taipei and Kaohsiung may be the spur for establishing a domestic rail equipment industry.

● Arranging appropriate financing. The transfer and local manufacture of a privately-financed project in Texas and a government-led project in Korea. Opportunities for "build-operate-transfer" projects are unlikely to make headway in markets where established railways will want the kudos - and profits - of a high-speed network. And payment methods will vary widely.

Like the trains themselves, the lessons of bidding will not cross borders easily.



GEC Alsthom's TGV in the workshop in Belfort, France

Japan car parts study may fuel fresh US anger

By Nancy Dunne in Washington

MR Robert Moebacher, the US Commerce secretary, yesterday released a joint US-Japan study of car parts prices which found that some prices in Japan averaged 340 per cent more than in the US for identical or comparable uninstalled parts.

The study, performed by economists from the Commerce Department, and the Japanese Ministry of International Trade and Industry (MITI), "paints a picture of a non-competitive autarkic market in Japan," the secretary said.

US parts manufacturers have been complaining for years that they are shut out of the Japanese market, while Japanese parts have taken an increasingly large chunk of the US market. The US car parts deficit with Japan accounted for one quarter of the trade \$41bn bilateral trade deficit with Japan last year.

Although the study could pave the way for a US dumping complaint, the secretary said no such action is currently contemplated. The Bush administration is maintaining its efforts to pry the market open without resorting to trade warfare, a strategy Mr Moebacher said yesterday has produced "important progress" in areas such as semiconductor and construction services.

The results of the study will be taken up within the broader framework of the Structural Impediments Initiative trade talks.

The study was conducted in Tokyo, Osaka, New York and Los Angeles.

In each city, prices were obtained for both uninstalled and installed parts for the Nissan Sentra/Sunny, Toyota Corolla, Chevrolet Camaro and Ford Taurus.

Using the average price in each country for each item, the uninstalled parts were found to be 87 per cent more expensive in Japan and the cost of the installed parts 41 per cent higher.

The difference was even greater in a comparison with the lowest prices available for uninstalled parts. These results were as follows:

- Nissan Sunny uninstalled parts were 198 per cent higher than those for the Nissan Sentra.
- Toyota Corolla parts were 107 per cent higher.
- Chevrolet Camaro parts were 453 per cent higher.
- Ford Taurus parts prices were 681 per cent higher.

The differences narrowed for installed parts to 80 per cent, 44 per cent, 136 per cent, and 580 per cent, respectively.

Soviet-German coach deal gets green light

By Andrew Fisher in Frankfurt

A German-Soviet deal to produce Mercedes-Benz long-distance coaches near Moscow has been given the green light after the conclusion of financing arrangements, the Daimler-Benz group subsidiary said yesterday.

Mercedes said this would be the first time its vehicles had been produced under licence in the Soviet Union. The deal was signed last November, but agreement on financing was delayed by political and economic confusion in the Soviet Union.

The German company's

Soviet partner, the state-owned Avtrotek coach concern, will invest DM200m (\$112.3m) to equip itself for assembly under licence of the German company's coaches.

The funds, which will pay for Mercedes parts and production lines, come from the Soviet Union's foreign trade bank and German banks with the guarantee of Germany's Export credit guarantee organisation.

The first coaches are already being produced on a pilot basis with full production expected in 1993.

Nippon Steel wins pipeline project

NIPPON Steel and Sumitomo have jointly won a \$300m turnkey project to lay liquefied natural gas pipelines in Indonesia, Nippon Steel said, Beater reports from Tokyo.

Submarine pipes 490km long will be laid from the Kangean Islands, north of Bali, to Gresik, near Surabaya, the company said.

Construction of the gas pipelines will start later this year and it is scheduled for completion in 1993.

Denmark puts bridge link back on track

THE DANISH government has suspended its long-running project to build a combined bridge and tunnel link between Denmark and southern Sweden, reports Xuefeng Lin.

Problems arose when a Danish civil engineering group suggested that a tunnel-only project would be more environmentally friendly.

The report echoed fears by environmentalist groups who believe that a link will harm bird life living on an island which will be affected by construction of the bridge.

The main opposition party, the Social Democrats, had initially agreed to vote in favour of the bridge-and-tunnel project but later threatened to withdraw its support. This would have resulted in the Danes having to break their agreement with the Swedish government, which has already approved the combined link in parliament.

The Danish parliamentary committee reviewed yesterday a new report on the consequences of a tunnel-only solution and came down in favour of the combined link. The report was submitted by three independent civil engineering companies at the request of the transport ministry.

Danes plan Moscow cable link

By Xuefeng Lin in Copenhagen

PLANS for a fibre-optic cable linking Copenhagen to Moscow are being made by the Danish national telecommunications operator, Telecom, and Great Northern Telegraph telecommunications company.

The 1,800km undersea cable from Copenhagen to Leningrad is an important first stage of a larger project to modernise telecommunications links to the Soviet Union.

A radio link will carry the land connection between Leningrad and Moscow.

The TSL consortium includes the USSR Post and Telegraph Authorities, British Telecom, American, Japanese, Korean and Australian network operators.

Previous attempts to carry out the link have been blocked by the Co-ordinating Committee on Multilateral Export Controls (Cocomb) which controls sales of technology to the Soviet Union that might be used for military purposes.

Fibre-optic technology allows concealed military telecommunications links and reduces the possibility of tapping lines.

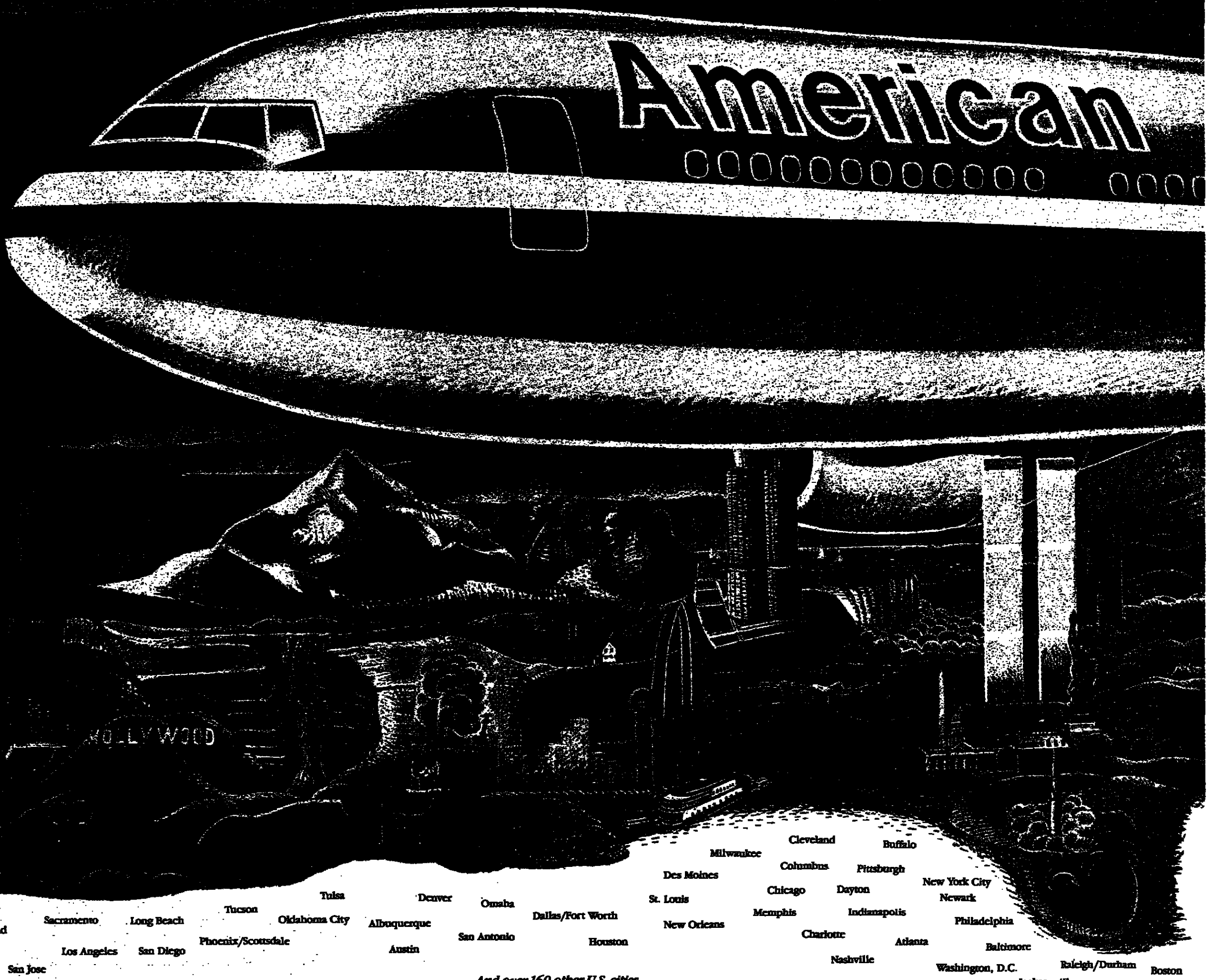
Cocomb gave the green light this week for the laying of a

fibre-optic sea cable for the Danish leg of the project after "certain political re-evaluations".

The main project of a trans-Siberian cable, as projected by the TSL consortium, is still being stalled by Cocomb restrictions which continue to prohibit land cables.

The Danish-Soviet cable will cost an estimated DKK500m (\$72.5m) in total and is projected to be able to carry 15,000 calls at once.

Details of the project are still being kept confidential but a Danish Telecom spokesman said: "The project can now be carried out without the risk of conflict."



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UK NEWS

Ford forced to cut output as recession bites

By Kevin Done, Motor Industry Correspondent

THE BRITISH subsidiary of Ford, the US motor manufacturer, is being forced to cut production at its Halewood plant in north west England in the face of the continuing deep recession in the UK new car market.

The company is switching production to a three-day week in September and has again reduced its forecast for total UK new car sales this year to only 1.55m.

This would represent a 22.5 per cent fall from the 2m sales achieved last year and a drop of a third in two years from the record 2.8m sales reached in 1989.

The motor industry had been hoping that the fall in sales would moderate in August, traditionally the busiest car sales month in the UK with the change of registration number prefix.

Ford, the UK car market leader, warned that it had reduced its forecast for total new car sales in August to 330,000, a 24 per cent fall from sales of 438,000 in August last year.

Ford's Halewood plant, which produces the Ford Escort/Orion range for the

domestic market, has already been reduced to working only a four-day week since the beginning of the year.

In addition Ford is planning to halt car production at the plant for a further two weeks in the summer by extending the normal three-week holiday shut-down to five weeks.

While total UK new car sales have fallen by 24 per cent in the first five months this year, Ford's own sales have dropped by 27.6 per cent.

There have been no lay-offs at Halewood, but Ford is already implementing a long-term programme to cut the workforce at the plant by a third over the next five years by reducing the 8,600-strong Halewood workforce by 2,800 from 1990. It had already shed about 3,000 jobs there in the previous five years.

Jaguar, the UK luxury car maker and a subsidiary of Ford, said it was also being forced to make further cuts in production "during a time of depressed demand for luxury cars worldwide."

Jaguar sales worldwide fell to only 10,646 in the first five months from 19,928 in the corresponding period a year ago.

Nissan Motor revises UK import-export agreements

NISSAN Motor, the Japanese car maker, is having to revise its UK import and export arrangements because of the breakdown of its relationship with Nissan UK (NUK), the independently-owned car distributor writes Chris Tighe.

Under the existing deal between the two companies, NUK is responsible for the import of all Nissan vehicles into the UK and for their distribution.

Since 1970, NUK has brought in more than 1.5m Nissans and its two import terminals, at Teesport and Bristol, will this year receive and distribute 50,000 Japanese and Spanish-made Nissan vehicles.

But Nissan Motors' decision to cancel its contract with NUK at the end of December

1991 means the Japanese car maker now faces a race against time to set up alternative import arrangements.

Logistical studies into the problem, now being undertaken by the company, are examining where future exports from its plant in Sunderland, north east England, should be handled.

Talks are taking place between Nissan Motor and the THPA, whose Tees Dock currently handles all car exports from Sunderland and 65 per cent of NUK's imports.

But other ports are pitching for the Nissan contracts including the Port of Tyne, which recently won an import deal from Mitsui O.S.K. for container loads of parts for the Sunderland plant.

Europe's largest construction project takes shape

THE CHANNEL tunnel, the largest construction project in Europe, is rapidly taking shape above and below ground. The last of the three tunnels linking England and France is due to be joined beneath the seabed today, writes Andrew Taylor.

On land, construction of the two massive rail terminals - at Cheriton in Kent and Sangatte close to Calais - is well advanced.

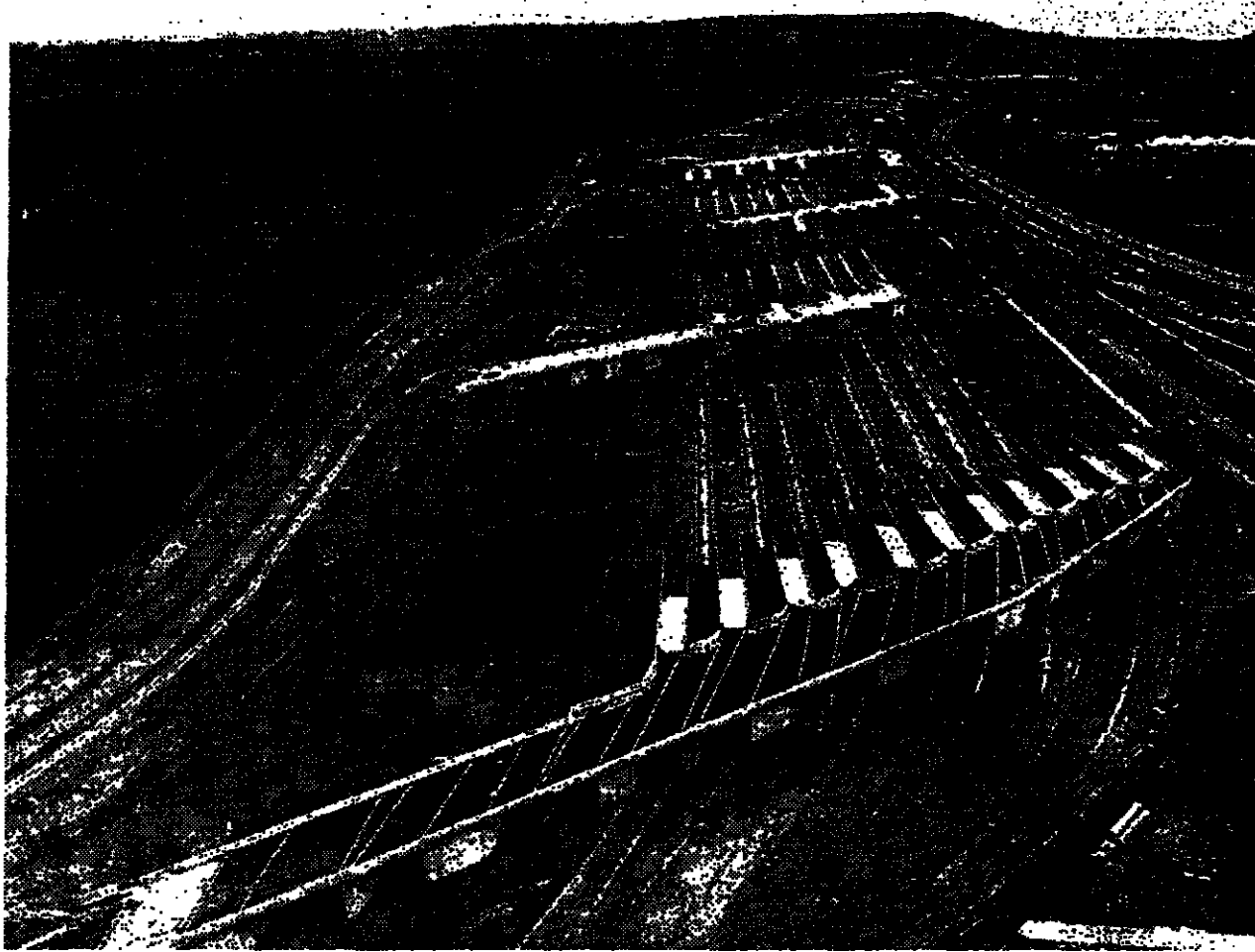
The next phase is to lay track and install power transmission, communication, ventilation, signalling, firefighting and other safety systems.

Time is short. In just 18 months all construction work and fitting out must be completed to allow Eurotunnel time to make final tests and carry out last modifications before the first trains start running in June 1993.

The construction group is pleased with recent progress. It says that in spite of previous delays "the civil engineering and construction of the tunnels and terminals is virtually the same as the original schedule submitted to the British and French governments in 1985".

Progress has not without problems. The cost of the project has risen from £4.8bn in 1987 to more than £7.5bn. Part of the increase is due to catching up lost time.

When the tunnel opens the journey between London and Paris will take three hours making it competitive with airline services.



Work continues on the Channel tunnel loading ramps in Kent (above), where vehicles will be driven on to trains.

Lloyd's aims to ride out storm over losses

Richard Lapper examines the prospects of the market emerging in a slimmer form

IT has been a traumatic week for Lloyd's Names, the wealthy individuals who back underwriting at the London insurance market.

Losses of £510m for 1988 announced on Wednesday were the insurance market's first overall losses for over 20 years and Names face demands to stump up an average of over £16,000 each over the next few weeks.

But Lloyd's as a whole is very far from the kind of catastrophic melt-down scenario being predicted in some quarters.

Although the picture for the next two years is very bleak - both 1989 and 1990 will be loss making years - there are

signs that insurance rates are increasing in some areas, while Lloyd's chairman Mr Coleridge appears to be winning support for a programme of reform designed to overhaul anachronistic business structures and increase efficiency and competitiveness.

Over the next few months well over half of the 26,000 Lloyd's Names will be asked for cash to meet 1988 losses. Many will face further demands from their syndicates to meet claims from the natural and man-made disasters that hit the market in 1988 and 1989.

Lloyd's, however, has insisted that it will not force Names into bankruptcy. Dis-

granted Names facing insolvency paint a bleak picture of life on what they scathingly label the "Mother Archer's rubbish heap", but the Lloyd's hardhat committee - chaired by Mrs Mary Archer - will keep a roof over their heads.

Up to 5,000 Names are widely expected to announce their intention to leave Lloyd's by the 31 August deadline.

Any contraction in the market's capacity will need to be very steep indeed to adversely affect immediate business prospects. In 1990 Lloyd's capacity of over £11bn was equal to twice the amount of premium income actually received, indicating a substantial amount of overcapacity.

Indeed a reduction in capacity could actually prove beneficial by reducing competition within the Lloyd's market itself and making it easier for underwriters to push through increases in premium rates.

The key to success in the longer-term will be the success of efforts by Mr Coleridge to promote rationalisation and efficiency at Lloyd's.

A slimmer market will emerge if, as forecast, if the number of syndicates could fall to 250 by the end of the year, compared with over 400 at the beginning of 1990. "The benefits of the economies of scale are suddenly dawning on people," one Lloyd's insider said yesterday.

A task force made up of leading market players and advised by the international management consultants McKinsey, is winning a receptive response from traditionally conservative underwriters, brokers and managers as it prepares the way for an overhaul of Lloyd's business structures.

The task force is examining a series of far-reaching reforms, affecting every aspect of the way Lloyd's conducts business.

There have been broad hints from Lloyd's that an end is likely to the principle of unlimited liability, whereby Lloyd's members are liable for losses down to their last personal possessions.

Lonrho wins legal victory in House of Fraser case

By Raymond Hughes

LONRHO, the international trading conglomerate, has won a comprehensive victory in the latest round of its long-running legal battle to wrest control of the House of Fraser stores group from the Egyptian Fayad brothers.

The House of Lords yesterday ruled that Lonrho could go ahead with an allegation that the Fayads and their merchant bankers had conspired to injure it.

In addition to allowing Lonrho's appeal on that issue, the five Law Lords unanimously dismissed the Fayads' challenge to an Appeal Court ruling that Lonrho could sue for unlawful interference with its business. Lord Bridge said the Fayads had failed to demonstrate that Lonrho's claim was "obviously doomed to fail".

Mr Edward Da Costa, Lonrho's chairman, said later that he was pleased with the Lords' decision "because I have no doubt there was, in effect, a conspiracy." He said he also had no doubt that Lonrho would win at the trial and get justice for its shareholders.

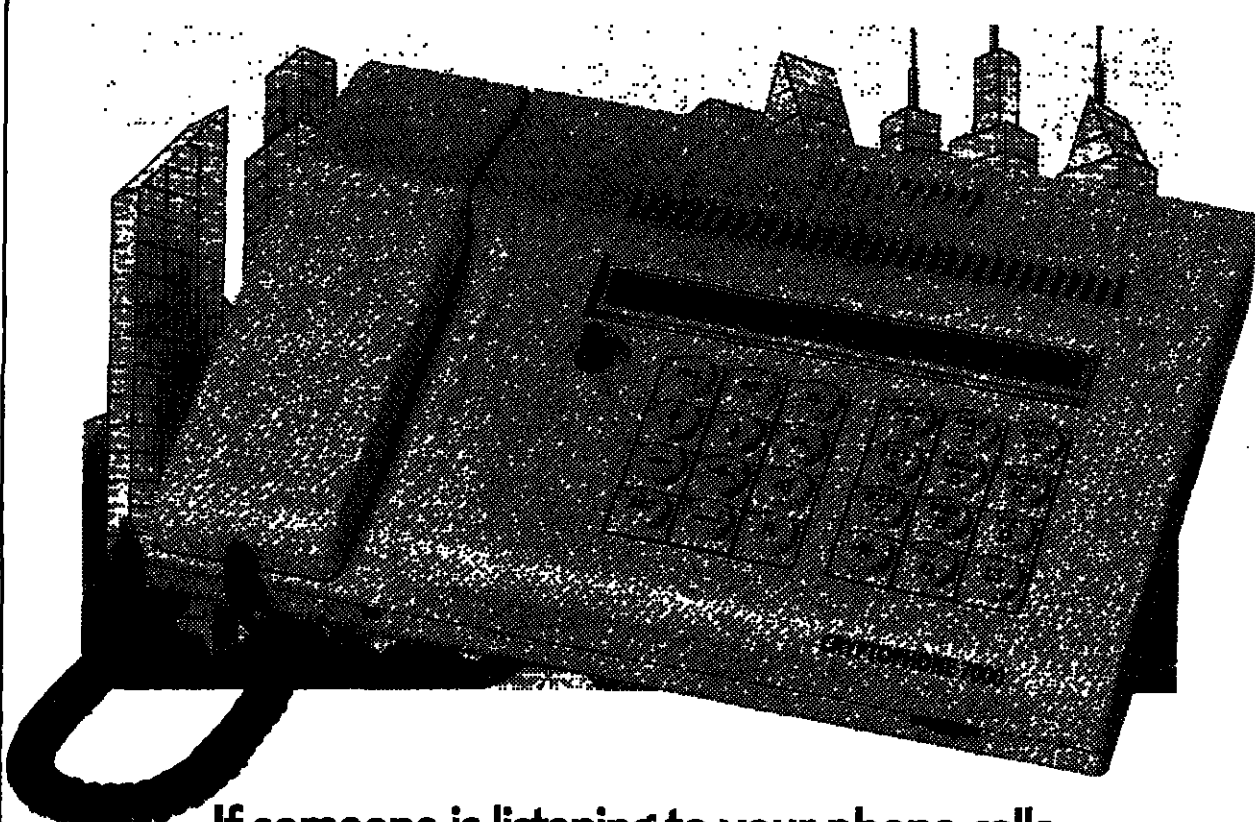
House of Fraser could see no realistic prospect of the action succeeding at trial, said its media director, Mr Michael Cole.

The interesting feature of the case, he said, would be that Lonrho would be compelled to give evidence for the first time about why it had not chosen to bid for H&F, when it had the clearance of the takeover panel, before the Fayads increased their shareholding beyond 29.9 per cent.

"House of Fraser has always contended that Lonrho simply did not have the financial resources to make a counter bid, and it has little doubt that the wide-ranging discovery of Lonrho's records which the court will now order will emphatically confirm that contention," Mr Cole said.

Because the action had barely been started when it was challenged, it could be another two years before it is ready for trial. *Lex, Page 18; Lonrho results, Page 25*

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Watchdog finds no evidence of banking cartel

By Robert Peston

THERE is no evidence of a cartel operated by the banks to set interest rates for small and medium size businesses, Sir Gordon Harris, director general of the office of fair trading, said yesterday.

He has been keeping in close contact with the Treasury, which has been conducting its own enquiry about the banks' lending practices. The Office of Fair Trading (OFT), the UK's competition authority, has also been sifting through com-

plaints about the banks behaviour made to the OFT.

He said there was no evidence of a cartel or collusion between the banks in fixing excessive profit margins or refusing to reduce interest rates in line with the reductions in the base lending rate. There was therefore no likelihood of his taking action against the banks under restrictive practices legislation, unless new evidence was found. However, both the Treasury

and the OFT are concerned that banks have frequently been insensitive in their dealings with small business customers during the past year. They have evidence of banks damaging individual businesses by pushing up charges excessively or reducing borrowing facilities.

Having met the chairman of all the big banks, the Mr Norman Lamont, the chairman of the exchequer, is planning to make a statement on the out-

come of his review in the next fortnight. The Treasury is expected to put forward proposals to ensure that banks deal with customers' problems more sympathetically.

In the annual report, Sir Gordon said that in 1990 there had been 700,000 complaints to Trading Standards Departments or Citizens Advice Bureaux from people who believed they had been treated badly when buying goods and services.

ZIMBABWE

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UK NEWS

ECONOMIC POLICY

Lamont predicts steady decline in UK inflation

By Alison Smith

INFLATION would be down to four per cent by the end of the year and lower still in 1992, Mr Norman Lamont, the Chancellor of the Exchequer, said yesterday as the government's policies made "Britain a country with permanently low inflation".

He told the Tory women's conference that Britain's inflation rate was already moving into line with the European average, and was now at its lowest rate for two years.

And he pointed at an increase in savings as "the surest sign that the battle against inflation is being won".

He spoke of the scope for greater flexibility in interest rates as inflation comes down.

He was cautious, however, about forecasting when the recovery would start. The government has previously said economic recovery would begin in the second half of the year.

Mr Lamont faced some criticism on the government's economic policy, even among the few speakers from the floor.

Mr Yvonnie, a local councillor and partner in a small engineering firm, who called for two successive interest rate cuts of one per cent.

"Somewhere the cycle has to



Lamont: in confident mood

break," she said, as she spoke of order books drying up, output down, staff being laid off and salaries being cut.

In a later debate on employment, her comments were echoed by Mrs Jeanne France-Hayhurst, a prospective parliamentary candidate. She said that the recession was "far deeper, harder, more hurtful than we realised", and was "taking the good down with the bad".

Mr Lamont emphasised that government alone could not deliver a lasting recovery by

stimulating the economy. It would come from firms' controlling their costs, becoming more efficient, and developing new products and markets.

"Governments can't kick-start the economy; governments never succeed in fine-tuning demand... The most important thing the government can do is to control inflation and spending so that business can deliver the goods," he said.

He insisted that he would only cut interest rates when it was safe to do so, but emphasised that he understood the difficulties being faced by business. Handling the economy was not a matter of a choice between inflation and unemployment, he warned.

"The way to get unemployment down - not just temporarily but for next year and the year after that - is to defeat inflation once and for all."

He sought to raise the party's electoral spirits about the state of the economy by insisting that his firm policies would prove not only right but popular.

"I have confidence in the British people. They'll respect a government with the courage to choose the right course and stick to it."

The rise and rise of the executive salary

The size of recent pay awards has prompted a public outcry, writes John Willman

IT started with Mr Iain Vallance. His pay went up a cool 43 per cent to £536,303 in the year to 31 March 1991. The remuneration of British Telecom's highest paid executive has increased almost fivefold since privatisation, during which period pre-tax profits have doubled.

Protests were loud, not least from the workforce: non-union staff had been awarded a 11 per cent pay rise last year; 10,000 jobs are due to be cut next year. Mr Vallance's later announcement that he was donating his £150,000 performance bonus to charity did little to pacify critics.

Next was British Gas, which announced that Mr Robert Evans, its chairman and chief executive, had received an increase of 66 per cent. The brought his salary up to £270,000 - Sir Dennis Rooke had got by on £28,545 in 1986 before gas was privatised.

£79,240 of Mr Evans' rise was a performance bonus for the 46 per cent rise in pre-tax profits - an increase partly due to the bad weather. British Gas had said earlier when trying to deflect criticism of excessive profits.

Then came the reported 50 per cent rise for Mr William Courtney of Southern Water, up from £90,000 to £135,000. The 50 per cent is widely trailed as the going rate for the other

nine water companies. With real increases in water charges over recent years, further obduracy will undoubtedly be heaped on the recipients of such rises.

Finally there was Mr John Baker, chief executive of National Power, who attracted Prime Minister John Major's condemnation when he bravely confessed that his pay for last year had risen 56 per cent to £135,000.

This series of increases offers further support for the findings of Mr Matthew Bishop and Professor John Kay of the London Business School, in a study published in 1986, they concluded that whatever the wider economic effects, privatisation had proved very profitable for the managers of the companies. The salaries of chief executives had risen by an average of 78 per cent in the year immediately after privatisation.

The two men noted that the rise represents a catch-up exercise as top managers' salaries in the privatised industries move towards levels paid to chief executives in the private sector. The scale of the catch-up has been increased by the fact that all top management salaries have grown rapidly in recent years. The salary paid to BP's chairman has risen from 16 times as much as the average member of BP's



Robert Evans: the British Gas chief received a pay increase of 66 per cent

workforce was paid in 1985 to 53 times last year. For British Gas, the figure has risen from the very low 5.6 times the average workforce salary in 1986 (the year before privatisation) to 21 times in 1991.

These well-publicised increases appear to flout normal practices in setting salaries - that they should be set sufficiently high to recruit and retain suitable individuals. Far from attracting new talent, most of these rises have been paid to people who have done the same jobs for many years. And there is little evidence that senior managers are leaving privatised utilities in droves because of low pay. Some newly privatised utilities have had to pay higher salaries to build up their managerial strength. Hoisting pay when filling posts at least allows those who recommend the salaries to cite market forces as a justification. And chief executives of other companies could claim that their jobs have become significantly harder. But, in most cases, they are managing utilities which are monopolies or quasi-monopolies selling essentials of life such as water and power to a captive market. It doesn't require top-drawer management skills to achieve a steady rise in profits in such circumstances, particularly given the careful preparations made in floating any company to ensure a rising profits curve.

BRITAIN IN BRIEF



Compromise offered over trading row

A compromise solution to end the legal tangle surrounding Britain's Sunday trading laws has been put forward by the Association of District Councils, whose members' authorities are in the front line of the conflict with retailers.

The ADC proposes that DIY stores and garden centres should open from noon to 5pm, and convenience stores, including newsagents and corner shops below 3,000 square feet in area, should be allowed to open without restriction.

The proposal would mean that restrictions on trading on Sundays would be based on the principal use of premises rather than on the types of goods sold, which is the basis of the current often-flouted law.

Tenders for frigates invited

An invitation to tender for up to three more Type 23 anti-submarine frigates has been announced by the government.

Invitations to tender were issued to Yarrow, Swan Hunter, Vosper Thornycroft, and VSEL. Studies into the design of a new hunter-killer submarine based on the current Trafalgar class to replace the Swiftsure class were also announced.

Spending decline slows

Capital spending by UK manufacturing industry fell less than thought in the first quarter of this year, according to official figures.

The Central Statistical Office reported that manufacturers' capital spending, including leased assets, fell to a seasonally adjusted £2.89bn, at 1985 prices, in the first quarter, representing a 6 per cent drop compared with the previous quarter and a 16 per cent decline since the first quarter of 1990. In the middle of May, manufacturers' spending, at 1985 prices, had fallen 11 per cent to £2.57bn.

Union talks 'make progress'

North Sea oil unions claimed progress in talks with employers on a pay and conditions agreement for offshore workers covering the "post-hook-up" stage of work, when oil and gas production is under way.

Mr Tom MacLean, chairman of the offshore unions committee, told the Confederation of Shipbuilding and Engineering Unions annual conference there were "signs that the companies involved may not offer the same resistance that they have in the past".

Fairer housing benefits urged

Mortgage tax relief should be phased out for home owners to allow a fairer system of housing benefits to be introduced, allowing assistance to be channelled to those in most need according to the report of the Duke of Edinburgh's Inquiry into British housing.

The report, by the Joseph Rowntree Foundation, a housing charity and research organisation, says substantial resources are needed to tackle homelessness and poor housing.

Rethink sought on submarines

Urgent reconsideration of plans for building Britain's fleet of non-nuclear submarines has been demanded by the House of Commons defence committee. The committee also called on the Ministry of Defence to be "more candid" about problems affecting the reactor systems of nuclear-powered submarines.

Demand for adult training

The government is to urge employers and unions to accept wider differentials between the earnings of semi-skilled workers and manufacturing craftsmen and technicians in order to improve the incentives for adult workers to train.

Employment ministers want to persuade negotiators to widen differentials to raise the number of European and technicians to the levels of those in France and Germany.

Judge calls for law reform

Lord Donaldson, the Master of the Rolls, attacked the recent obsession with looking for alternative ways of resolving commercial disputes and called instead for the introduction of simpler and cheaper litigation and arbitration procedures.

In a speech to commercial lawyers in London, Britain's most senior civil court judge said alternative dispute resolution was no more than a public relations dream which chimered up visions of a factor "X" which would do for dispute resolution what it was said to have done for washing powders and petrol.

Code on 'cold calls' published

The Securities and Investments Board published revised rules for unsolicited approaches by salesmen of all types of investment products. Its new common code on so-called "cold calling" replaces various different rules applied in different branches of the investment industry.

Magazine may be taken over

Guardian Newspapers is considering taking over Marsden Today, a left-of-centre monthly magazine.

Based in the Guardian's London office, it would be replaced with a new magazine covering a wide range of political, economic and cultural issues.

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Building Globally, Designing Locally

During its first business year of the new decade, Hitachi posted record sales and profits. But instead of easing its pace, the company embarked on a new strategy to become even more active in international markets, especially in the area of consumer appliances. Chairman Katsushige Mita explains why.

By Russell McCulloch



Mr. Katsushige Mita Chairman Hitachi, Ltd.

McCulloch: Recently you released your consolidated business results for 1990. How did Hitachi perform?

Mita: Due largely to the strength of the Japanese economy last year, we were able to increase our total sales by 9 per cent to 7.7 trillion yen and raise our net income by the same margin to 230.1 billion yen. Sales were increased in each of our four main divisions although the highest gains were in our Materials and Other Products Division and in our Information and Electronics Division where demand for our mainframes, supercomputers and workstations was very strong.

McCulloch: How active was Hitachi overseas last year?

Mita: We were able to raise our overseas sales by 12 per cent, and the overseas portion of our total sales increased from 23 to 24 per cent. These results were very reassuring and they showed that our efforts to strengthen our foreign operations following the yen's appreciation against the dollar during the late 1980s have been very successful. The consolidated figures include the results from our 742 domestic and overseas subsidiary companies and 22 of our 179 affiliates.

McCulloch: The number of companies in the Hitachi Group is quite large. How much independence do they enjoy from their parent Hitachi Ltd?

Mita: The number of companies in our group is large, and sometimes I feel that there are too many. But we must remember that they are each a source of strength. Many of them perform roles which, in other companies around the world, would be performed by divisions inside the parent company.

Subsidiaries Represent Strength

Hitachi established its overseas subsidiaries to not only support Hitachi Ltd's operations but also to seek business outside the group independently of the parent company. For example, we once had a division supplying the wires we used in manufacturing electric motors but by es-

tablishing Hitachi Cable as a separate company, the needs of the parent continue to be met. Yet at the same time Hitachi Cable also has the freedom and flexibility to develop new business from outside of the Hitachi Group.

In fact, I am always telling the senior executives of our subsidiary and affiliate companies both in Japan and overseas that they should work hard on their own, so that even if the parent company in Japan goes out of business, they would still be able to survive and prosper independently!

McCulloch: On the subject of overseas subsidiaries, Hitachi recently established a new company to manufacture and market disk subsystems and other computer products in France. Could you provide some more details?

Mita: The new subsidiary is called Hitachi Computer Products (Europe) S.A. In April this year, work began on constructing a plant outside Orleans in France, which will manufacture, sell and repair magnetic disk subsystems and controlling devices for large computers.

New Computer Components Plant in France

We hope to commission the new plant in April next year and eventually expand the scope of the company's operations to include other product lines such as workstations and application software.

McCulloch: Why was France chosen?

Mita: With the integration of the European market approaching, we had been looking to expand Hitachi's production base in the region. As you may know, we already have assembly plants for semi-conductors and home appliances in the UK and Germany; Hitachi Semiconductor (Europe) GmbH outside Munich and Hitachi Consumer Products (U.K.) Ltd. in South Wales. And of course, our European sales activities are coordinated out of Hitachi Europe Ltd, headquartered in London.

So in one sense we already had a

strong presence in both of those countries and were looking to locate in another European country which was both highly industrialised and also possessed skilled computer technicians. This was considered important because although Hitachi Computer Products will initially employ only about 170 staff, we will need to at least double this number during the first few years after the plant is commissioned.

McCulloch: From time to time, allegations are made that Japanese companies setting up manufacturing facilities in Europe are really only building "screwdriver" assembly plants without transferring technology to the host country. How do you respond to such complaints?

Mita: The "screwdriver plant" complaint is an old story which should be left in the past. The complaint is not valid for two main reasons. The first is that Japanese consumer trends and demands are different to those of Europe, and while the basic research and development on a certain product might be conducted in Japan, only local designers can design products to suit local customer demands. And when it comes to local design, of course the technical people tailor the product to incorporate locally-produced parts.

The second major reason is that these days, when freight costs are high and supply deadlines are tight, it is not cost-efficient to send packages of components all the way from Japan to Europe for simple "screwdriver" assembly. Only the very sophisticated components which simply cannot be produced locally are being exported from our plants in Japan.

McCulloch: Is this what you meant when you recently emphasised to your staff that it was important to develop products overseas for overseas markets rather than just constructing manufacturing plants abroad?

Mita: This is precisely what I meant. Looking at our business results for the last fiscal year, overseas sales accounted for 24 per cent of Hitachi's total sales. This figure consists of foreign sales of products exported from Japan, plus foreign sales of products made overseas, less the cost of the

materials used in foreign manufacture which were exported from Japan.

While 24 per cent seems significant, in fact almost three-quarters of these sales were achieved by export of products manufactured in Japan and only one quarter derived from foreign sales of foreign-made products. My intention is to lift this portion to more than half through developing products in specific markets for those markets.

One example is the range of VTRs which we now sell in Germany. In Japan, TV programmes are broadcast roughly according to a fixed time schedule so people wanting to record the programmes can set a timer on the VTR.

Targetting Specific Products for Specific Markets

But in Germany, programmes are broadcast on a flexible schedule, so the TV stations also broadcast a special signal indicating that the programmes are about to start. Hitachi has designed a VTR which begins recording as soon as it receives the signal. This kind of development work can only be successfully completed by design staff inside specific markets and this is what we need more of.

McCulloch: Finally, what are your aims for the future?

Mita: One of the biggest issues facing Japan at the moment is its worldwide trade surplus and, as a large and responsible company, this is one problem which Hitachi must help to solve. One way we can achieve this is by expanding our overseas production facilities and by increasing our offshore investments in manufacturing. Last year we established Hitachi Electronic Devices (USA) Inc. to produce colour TV picture tubes in Greenville County, South Carolina and we now have Hitachi Computer Products (Europe) in France.

In both cases, any surplus production which cannot be sold in the domestic or regional markets will be exported to Japan. In this way, we can help to reduce the international trade imbalance.



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THE PROPERTY MARKET

A clash of ethics and commerce

By Vanessa Houlder

The Church Commissioners are facing a twin challenge as recession weakens their investment income and as their ethical approach to business comes up for scrutiny in a court case in the autumn.

The Commissioners, investment arm of the Church of England, are one of the nation's largest landowners with farms, shops, offices, flats and houses worth a total of £1.3bn.

Recession has nevertheless hit the Commissioners' overall investment return, in particular affecting new property developments. This month, the Commissioners announced they would have to cut £4m from their contribution to the costs of clerical stipends and housing as a result of the stagnation of their investment income.

While the recession takes its toll, the Church is also being accused of paying too much attention to commercial returns and not enough to ethical issues. After rumbling for decades, criticism on these grounds has come to a head this year. The Bishop of Oxford is to challenge the Commissioners' attitude to their investments in a High Court hearing due in the first week of October.

The issue the court must

decide is whether the Commissioners are right to treat maximisation of returns as their overriding responsibility. The Commissioners, which provide half the clergy's income and all their pensions, believe their duty is to provide support for the promotion of the Christian faith through the Church.

Opponents believe it is wrong for the clergy to be financed by an investment policy no Christian would adopt personally. They want land to be used for low-cost housing and to promote employment, especially in the inner cities.

Sir Douglas Lovelock, the first church estates commissioner, says: "People have to be realistic. What do they want us to put our money in? We are sitting on £3bn which we have to invest somewhere to maintain the parochial ministry. Where can you put it that is totally pure?"

In practice, the Commissioners take account of ethical issues. They avoid investing in companies with a heavy involvement in arms, alcohol, gambling and tobacco; they seek to invest in companies sympathetic to the environment; and make investments in inner-city workshops to help local employment and help provide affordable housing.

Sir Douglas concedes that the Commissioners' attempts

to help with housing and employment are marginal. "There are charities set up to help with housing but we are not one of them," he says. Even when these activities produce a reasonable return, they call for an enormous commitment of management time. The management effort required to set up a £1m light industrial centre for small businesses in Walsall was out of all proportion to that involved in picking up a telephone and investing £1m in, say, Marks and Spencer, says Sir Douglas.

The Commissioners feel there is a limit to how far they can take account of environmental concerns in choosing whether to develop land. "The interests of our beneficiaries must come first," says Sir Douglas. "I think we are more sensitive than most to local opposition," he adds.

The Commissioners also tread a fine line between ethics and commercialism in seeking tenants for their properties. "If somebody said we would like to open a cinema and we shall be showing only adult films, we would not have that. But we would not go to the other extreme and say adult films can never be shown. It is impractical. You cannot lay that sort of burden on a tenant."

A similar approach is applied to pornography and alcohol: the Church would not invest in companies that specialised in them, but would not rule out shops selling a small amount of dubious literature or alcohol.

Sir Douglas adopts the same pragmatic approach to the Commissioners' investment returns. He recognises that the Church's investment allocation has far more property and far fewer equities than the average pension fund. He says the portfolio is gradually changing, although he doubts if it will ever mirror a typical fund.

Though the Commissioners have gradually shifted their investments from gilt-edged securities and property since they were formed in 1948, property still accounts for 49 per cent of their investment portfolio.

Since they first developed properties in the mid-1950s the Commissioners have been responsible for a string of office, retail and industrial developments, of which the best-known is probably the MetroCentre at Gateshead, one of the prime shopping centres in the country. They have a large development programme, valued at £244m compared with £908m of income-producing investments.

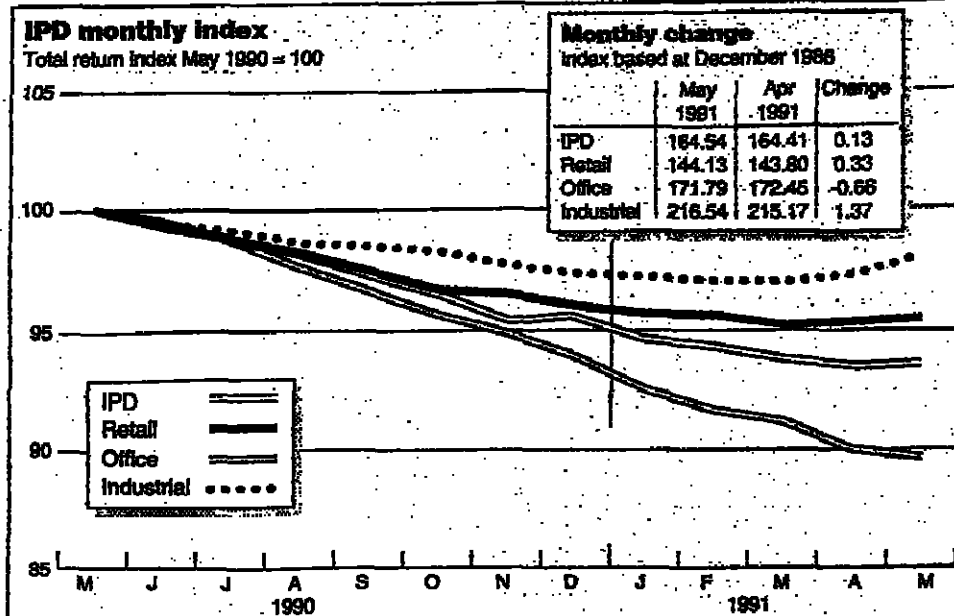
High interest charges and falling values have forced the

Commissioners to call a moratorium on development, a move that prompted Mr Michael Hutchings, to quit as head of the property division in April.

After Mr Hutchings' departure the Commissioners announced that they had sold £150m of property. They have no immediate plans for further sales, although they intend to reduce their dependence on property gradually.

Decisions of the Church Commissioners are formed after "lively debates" at the monthly meetings of the asset committee which includes leading City and property figures. Overall their record is creditable. For most of the 1980s, dividends and pensions grew rapidly. Last year's income rose by 17 per cent to £165m, while investment properties fell by 16 per cent, compared with the average institutional decline of 20 per cent last year.

The outlook is less encouraging. Income will rise this year but will flatten out in 1992-3. As the Commissioners' obligation to pensioners is rising, contributions to stipends will have to be cut. Sir Douglas argues that a more generous contribution from the parishioners will have to make up the shortfall. "The Church has always responded to a challenge of this type."



London rents continue down

THE commercial property market's first positive total return since January 1990 was recorded in May by the Investment Property Databank, an independent research body.

It attributed this to resilient income returns and the continued relaxation of the downward pressure on capital values. Yields showed further evidence of stabilising in all three sectors.

However, monthly rental value growth became strongly negative, with the IPD Rental Index making its biggest ever monthly fall. It dropped nearly one and a quarter points,

bringing the 12-month figure for rental value movement down close to zero.

"The Commercial Property Contract, based on the IPD Capital Growth Index, has revised its bullish figures downwards in the light of these latest rental figures," commented IPD.

London property continued to pull down the overall results, with annualised rental value growth of -4.8 per cent and a total return of -11.7 per cent.

All three sectors recorded higher capital growth and total returns in May than in

the previous month, particularly the office sector. Year-on-year returns to offices stood at -12.3 per cent, far below the -6.8 per cent and -3.7 per cent for retail and industrial.

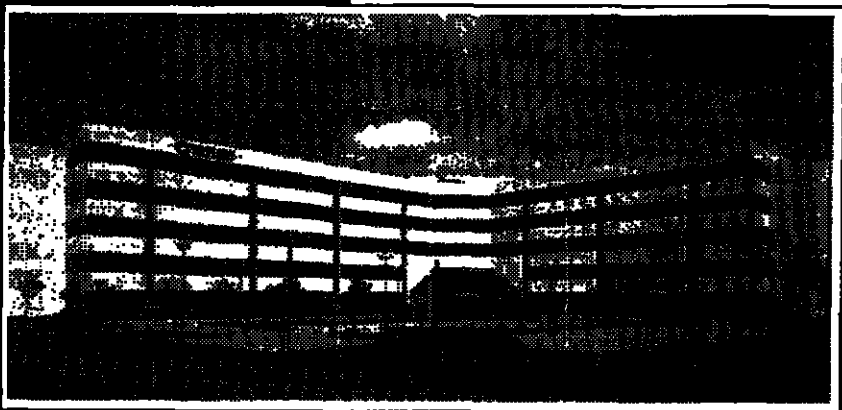
After two months of static rental value growth in the retail sector, there was a marked fall in May to -0.4 per cent. In the office sector, rental value growth slid sharply to -1.3 per cent, with an 0.8 per cent rise in total returns and capital growth over the month. The industrial sector recorded a total return of 0.6 per cent for the month.

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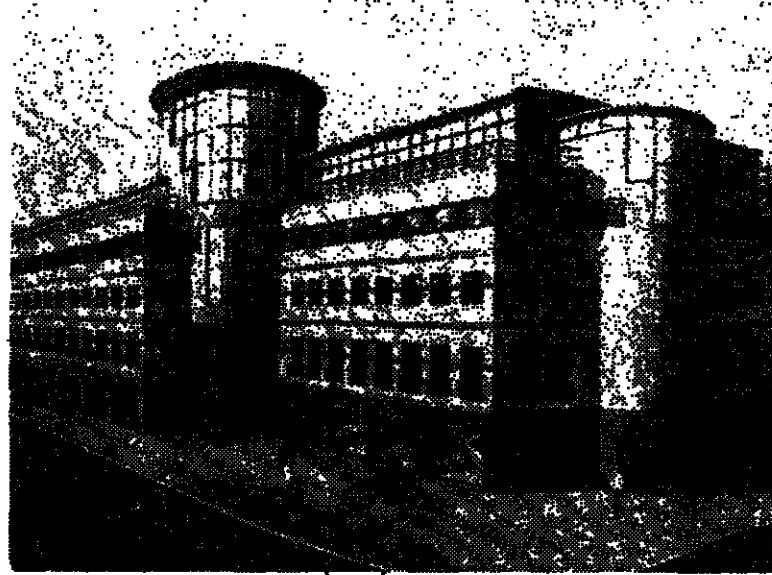
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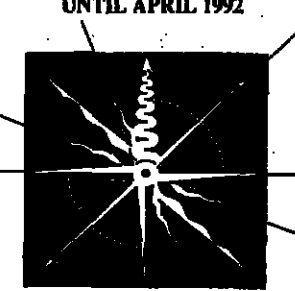
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Competition intensifies in the fast track

After two decades of obsession with cost and quality, speed is now the key issue. Christopher Lorenz reports

Two years ago Hewlett-Packard was being hailed in the American business press as a "superfast innovator" for having more than halved the time it took to develop new computer printers from 53 months to 22. Last month, HP revealed that it is on the way to halving that again, to under a year.

In contrast, Xerox has learned from its Japanese affiliate, Fuji-Xerox, how to accomplish a similar achievement. Between 1983 and the late 1980s it halved its development cycle to three years and now plans to cut out another year by 1993.

It is the same story in virtually every industry around the world. From Japan to the US, Korea to Europe, and from cars and electronics (the best known cases) to aircraft, construction machinery, drugs, detergents and food, manufacturers are engaged in an accelerating race against "time to market".

"All nations now face one inescapable rule - the survival of the fastest," as Alvin Toffler, best known for his books *Future Shock* and *The Third Wave*, puts it.

Closer to the corporate coal-face, John Sculley, president of Apple, confirms that companies that can quickly get ideas and information through their organisations for discussion and action will have distinct competitive advantages over others.

So demanding is time-compression becoming - not just in the development of new products and services, but also in the way they are marketed, response time, and almost every other aspect of business - that consultants are turning "time-based competition" into big business.

George Stalk and Tom Hout of the Boston Consulting Group go so far as to claim that, after two decades of industry obsession with cost and then quality, time is now "the key performance variable" to be managed to attain competitive improvements in all aspects of a business.

"Time compression is the fundamental change enabling the Japanese to increase the variety and technological sophistication of the products and services they offer," argue the BCG consultants. "Time is the secret weapon because advantages in response time level up all other differences that are basic to overall competitive advantage. Some western manufacturers know this, others are learning; the rest will be victims."

The reasons for the growing rush to get products to market ever more quickly have been evident since 1984 - see Checklist.

What have been less apparent are the answers to one of today's most thorny management conundrums: what companies need to do in organisational terms to continue to run this never-ending race. They must learn how to juggle themselves up, not just for the first high-speed lap, with its near-halving of development time on one or two "hero projects", but also how to accelerate rapidly around the second and third laps, and beyond -



not just on selected high-profile projects, but as standard practice on almost every new product throughout the organisation.

Plenty has been written over the past seven years, and much hard corporate experience gained, about the need to take four essential steps:

- To run in parallel the various phases of the design and development process - not only of new products, but also of the machines which will make them. The traditional development process in most companies of any size outside Japan (though not in small companies) has always been sequential, with one department handing a project "over the wall" to the next, rather like the passing of a baton in a relay race. All too frequently the baton tends to be dropped, or has to be handed back a phase or two to be redesigned - whether for reasons of cost, performance or manufacturability.

In the mid-1980s academics began to spread word of the much faster and more reliable practice in Honda, Fuji-Xerox and other Japanese companies of overlapping the phases across each other. A trio of sports-minded Japanese professors quickly dubbed this approach "rugby team tactics", because of the way that the ball (project) is passed from player to player and back again right through the development "game".

American corporate practitioners, who have learned the game's new rules, but who do not take easily to rugby metaphors, have rechristened the approach "concurrent" or "simultaneous" engineering.

The trouble is that companies in the US and Europe have found it easier to make the approach work on one-off projects, such as IBM's legendary double-quick development of its first personal computer, than on their regular flow of new product projects.

• To get different functional specialists from marketing, design, engineering, production and so forth, to collaborate more effectively, by pulling them together in project teams dedicated to the particular task in hand.

Here, the trouble is that such teams are much harder to operate effectively than most companies realise in their first flush of enthusiasm. In particular, the team leaders in many western companies lack muscle vis-à-vis the heads of functional departments. This is frequently because of the lack of a strong "product management" - or what some companies call "programme management" - function.

Again, it is far easier to manage one-off projects in this way, through "skunkworks"-type teams - working independently of the mainstream organisation - than to turn the whole company over to a matrix structure in which project teams and functional departments operate in productive co-existence. Stalk and Hout of BCG call the use of skunkworks "an admission of defeat". They argue that "the fast innovator is a company that involves all its departments in the innovation process".

There is an optimum size of incremental innovation for any given product in any given company," says P. Ranganath Nayak, a senior vice president of Arthur D Little, a consultancy in the management of technology.

"Most companies have tried to do too much in very large lumps." • To avoid following a single product development formula and instead tailor one's tactics to the particular competitive, economic and technological situation of each industry, company and product line. Edward Krubasik, head of McKinsey & Co's European technology practice, draws a particular distinction between the tactics to be used in two circumstances: first, when, as with the IBM PC and most other electronic prod-

ucts, early entry into a fast-moving "market window" is the overriding objective; and, second, when, as with a major airliner, the prime issue is what he calls "development risk", in terms both of technological innovation and the high level of development costs.

In the first case, Krubasik advises companies to adopt what one might call a crash programme, while in the second he favours a lengthy planning and design cycle followed by a costly engineering effort to ensure that every detail is 100 per cent right.

As Krubasik points out, many new product projects are much harder to manage because they lie in between these two extremes, with a relatively high development risk and a narrow market entry "window" for example Northern Telecom's first digital telephone exchange, or Glaxo's development of the Zantac anti-ulcer drug, which it accomplished in just over five years, against the pharmaceutical industry's norm of seven to 10 years.

Until the late 1980s, most companies would have classed themselves as occupying this difficult middle ground; they thought they suffered from a high degree of both market and development risk. The unlimited also argued that fast product development would automatically inflate their development costs, rather than cause development to be managed more effectively, and therefore often more economically.

Since then, a growing number of companies has learned that it is worth stimulating their development process for cost reasons alone. Volvo and machinery makers such as Britain's APV began doing so before they realised that a shortening of market entry "windows" was also starting to be a factor for them.

JCB, the UK construction machinery maker, says that, on its next product development project, it plans to knock a full year off the traditional JCB development cycle of just under three and a half years.

Seven years ago, when the concept of "rugby team tactics" was first exported from Japan, companies in industries in relatively long-cycle industries such as JCB's needed to pay little attention to the timescale and cost of developing a new product. It is a measure of the ever-tightening screw of time pressures that a construction equipment maker now has to "talk the same language as every maker of cars, computers, consumer electronics and confectionery."

Further articles on this topic will follow during the summer.

CHECKLIST

The near-universal race to shorten the "time to market" of new products, and therefore to slash development cycles, has been caused by the interaction of a set of economic, market, technological and managerial pressures. They include:

ECONOMIC & MARKET

- Slower world growth
- New industrial competitor nations

Which have led to:

- Cost pressures
- Hectic hustle for markets
- Geographic/product diversification
- Globalisation of markets/segments/products
- Near-simultaneous product launches around the world
- Rapid emulation of competitors' products
- More demanding, sophisticated customers

TECHNOLOGICAL

- Pervasiveness of electronics
- Short life-cycles of electronics

Have led to:

- Shorter product life-cycles in many industries
- Accelerated global diffusion of technology
- Difficulty of sustaining technological advantage

Meanwhile other factors:

- Rising cost and risk of development
- Fewer technological breakthroughs
- Introduction of computer-aided design & manufacture
- Better testing techniques

Have together led to:

- Shift to "incremental" innovation
- Reinforcement of pressure to accelerate development

MANAGERIAL

Conscious changing of rules of competitive game by:

- Splintering of mass market into segments
- Shortening of product life-cycles

Have led to:

- Acceleration of rate & scope of product introduction
- Extra urgency of cutting development times

These factors have been reinforced by recognition that:

- Shorter development times improve quality and can cut costs

- Early product introduction enhances: progress down production learning curve/premium pricing freedom/sales life/market share/margins
- Frequent product introduction allows design modifications and technological changes to be incorporated more often/occupies dealer channels/creates customer perception of innovative leadership.

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CONTRACTS & TENDERS

PRIVATISATION IN GREECE

INVITATION FOR EXPRESSION OF

INTEREST

in the buy-out of

HELLENIC INDUSTRIAL MINERALS

(ELVIOR) S.A.

Within the framework of the Greek Government's privatisation

policy, the Hellenic Industrial Development Bank ("ETBA") intends

to sell its shareholdings in HELLENIC INDUSTRIAL MINERALS

(ELVIOR) S.A. ("the Company") to interested investors. KIDDER,

PEABODY & Co. Inc. (Kidder), in association with KOURI

CAPITAL Greece Ltd. (Kouri), has been exclusively mandated by

ETBA to act as financial advisor in the divestiture of the above

shareholdings.

The Company

ELVIOR was established in 1976 with the purpose of mining,

beneficiating and selling quartz. The quality of the product is

excellent (SiO₂ content: 99.5%). Eighty percent of the output is

exported and used for the production of metallic silicon and the rest

of it in the production of various metal alloys. The Company's

headquarters are in Thessaloniki, while the production facilities are

located in the area of Examilii of the Prefecture of Thessaloniki.

Financial Highlights

(GRD in millions, US\$ in thousands)

1988 1989 1990

US\$ GRD US\$ GRD US\$ GRD

Sales 606 86 880 143 568 90

Gross Profit (Loss) 197 28 302 49 227 36

Total Assets 698 102 705 115 887 140

Privatisation Procedure

The privatisation process is a selective and controlled auction,

involving three distinct phases:

1. Initially, interested investors could request the confidential

Offering Memorandum from Kidder or Kouri.

2. In the second stage, investors expressing formal interest in the

acquisition of the Company, and after executing a Confidentiality

Agreement, will be given access to further information, the

management and the facilities of the Company.

3. A limited number of investors participating in this stage will be

asked to submit to Kidder and Kouri by noon time (12:00) on

July 24th, 1991, definitive binding proposals for the acquisition

of the shareholdings of ETBA to the Company.

Firm offers submitted will be reviewed and evaluated by ETBA,

THE TOKAI BANK, LTD.

21-24, Nishihara 3-chome, Nakaku, Nagoya, Japan

BALANCE SHEET

Assets	(in millions of yen)
Cash and due from banks	6,645,732
Call loans	572,331
Commercial paper and other debt purchased	100
Trading account securities	158,188
Money held in trust	297,460
Securities	3,926,055
Loans and bills discounted	20,128,718
Foreign exchanges	563,064
Other assets	1,790,906
Premises and equipment	155,701
Customers' liabilities for acceptances and guarantees	3,160,244
Total assets	37,494,506
Liabilities	24,751,865
Deposits	2,314,112
Certificates of deposit	2,056,916
Call money	988,900
Bills sold	595,182
Foreign exchange	315,662
Convertible bonds	69,477
Other liabilities	2,084,182
Reserve for possible loan losses	139,488
Reserve for retirement allowances	36,045
Other reserves	6,091
Reserve for price fluctuations of national government bonds	6,089
Reserve for contingent liabilities from broking of futures transactions	0
Reserve for losses on trading account securities	1
Acceptance and guarantees	3,160,244
Total liabilities	24,751,865
Stockholders' Equity	12,742,641
Common stock	310,388
Capital surplus	236,473
Legal reserve	38,836
Earned surplus	421,647
Net income	59,311
Total liabilities and stockholders' equity	37,494,506

STATEMENT OF INCOME

	April 1, 1990—March 31, 1991
Income	2,542,365
Interest income	2,430,683
Interest on loans and discounts	1,607,713
Interest and dividends on securities	176,223
Fees and commissions	52,417
Other operating income	58,446
Other income	100,446
Expenses	2,530,927
Interest expenses	2,215,359
Interest on deposits	1,650,830
Fees and commissions	14,762
Other operating expenses	33,188
General and administrative expenses	224,410
Other current expenses	43,207
Income before income tax and others	112,058
Extraordinary profit	13,150
Extraordinary losses	14,693
Income before income taxes	110,525
Provision for income taxes	51,214
Net income	59,311
Retained earnings brought forward from previous year	12,420
Interim cash dividends	8,604
Addition to legal reserve	1,720
Total unappropriated retained earnings at year end	61,405

Note: 1. Accumulated depreciation of premises and equipment: ¥134,561 million.
2. Net income per share: ¥29.29.
3. All amounts are rounded down to the nearest million.

Bonus Announcement

From July 1st 1991, the following rates of annual bonus will apply to Norwich Union Life Insurance Society Unithold With-Profit Pension and Ordinary Business:

Unithold With-Profit Pension Business	12.00%
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Bank is too late to reject credit

**BANKER'S TRUST CO v
STATE BANK OF INDIA**
Court of Appeal (Lord Justice
Lloyd, Lord Justice Fargher,
and Sir John Megaw): June
13 1991

THE ISSUING bank under a letter of credit which is subject to the Uniform Customs and Practice, must examine presented documents and decide whether to reject them for discrepancies within a reasonable time; and although a "reasonable time" includes time necessary in the circumstances for consultation with experts or with the applicant for credit, to enable the bank to make its decision, it does not include time for the applicant to examine the documents.

The Court of Appeal so held when dismissing an appeal by the plaintiff, Banker's Trust Co, from Mr Justice Hirst's decision (F7, August 8 1990) that it was not entitled to a refund of \$10.335m paid to the defendant, State Bank of India, the confirming bank under a letter of credit.

Article 15 of the Uniform Customs and Practice for Documentary Credits, 1993 Revision, stated that the issuing bank should examine the documents and determine whether to take them up.

The documents reached Banker's Trust at noon on Wednesday, September 21. It started checking the following morning. On Friday, September 23 it phoned the buyers to say discrepancies had been found. The buyers asked to see the documents. Banker's Trust finished checking during the morning of Monday, September 26. The documents were dispatched to the buyers that day.

On Thursday September 29 the buyers returned the documents, having had them for about 72 hours. They had identified 45 discrepancies. Banker's Trust then began a final check. On Friday September 30 at 7.21pm it teleaxed State Bank refusing the documents owing to discrepancies, and concluding "Documents... will be at your disposal after payment to us".

Lord Justice Lloyd said that on September 3 1988, 22,000 metric tons of steel was shipped from India on the Forum Power, under a contract of sale.

Letters of credit to the value of \$10.45m were presented by the sellers to State Bank as confirming bank on September 9. State Bank paid that day.

It was a special term of the credit that State Bank, having paid, was entitled to claim reimbursement from the issuing bank, Banker's Trust, by certifying that all terms and conditions of the credit had been met.

So Banker's Trust was obliged to pay State Bank before it had had a chance to examine the documents.

On September 12 State Bank claimed \$10.335m. Banker's Trust reimbursed it.

The original documents reached Banker's Trust on September 21. On September 30 it refused the documents, saying they did not conform to the credit. It claimed a refund of the amount reimbursed.

The credit was subject to the Uniform Customs and Practice for Documentary Credits, 1993 Revision. State Bank said Banker's Trust was precluded from claiming that the documents did not conform to the credit, because it had failed to act in accordance with article 16(c) and (d) of the code.

It said Banker's Trust had exceeded the "reasonable time" under article 16(c) to examine the documents and determine whether to take them up.

The documents reached Banker's Trust at noon on Wednesday, September 21. It started checking the following morning. On Friday, September 23 it phoned the buyers to say discrepancies had been found. The buyers asked to see the documents. Banker's Trust finished checking during the morning of Monday, September 26. The documents were dispatched to the buyers that day.

On Thursday September 29 the buyers returned the documents, having had them for about 72 hours. They had identified 45 discrepancies. Banker's Trust then began a final check. On Friday September 30 at 7.21pm it teleaxed State Bank refusing the documents owing to discrepancies, and concluding "Documents... will be at your disposal after payment to us".

If one approached the question of reasonable time in which to examine documents and determine whether to accept them as a question of fact, eight days was excessive. There were 967 pages to be checked.

Weighting up all the evidence and taking all the circumstances of the particular transaction into account, eight working days was too long.

In London a major bank such as Banker's Trust should have been able to examine the documents and reach a determination in substantially fewer than eight working days.

Approaching the case as a straightforward question of fact, the appeal would be dismissed.

However, there was a question of principle as to whether "reasonable time" included time for the issuing bank to consult its customer.

In the *Boysen* (1985) 1 Lloyd's Rep 345 Mr Justice Gathhouse held that words must be read into article 16(b) entitling the bank to consult its customer, and that therefore the reasonable time under article 16(c) must be extended to cover the consultation period.

Mr Justice Hirst declined to follow the *Boysen*. Under article 15 the bank had the task of examining the documents. Nothing in article 16 suggested the task should fall on the customer as well.

When article 16(c) provided that the issuing bank should have a reasonable time in which to examine the documents, those words meant what they said.

A reasonable time for the bank to examine the documents could not be extended by a further period to enable the customer to examine them.

The next question was whether there should at least be time for the customer to be consulted.

The plain meaning of the code was that reasonable time under article 16(c) was a reasonable time for the bank to examine the documents, and for the bank to determine on the basis of the documents alone whether to accept them or not.

If it had been intended that the bank should also be allowed time to consult its customer it would have been easy to say so by insertion of "after consulting with the applicant" in article 16(b). There was no reason to read in those words, whether as a matter of construction or as Mr Justice Gathhouse thought, or as a matter of implication.

The second big question of principle was whether by giving notice that the documents would be at State Bank's disposal after payment, Banker's Trust failed to comply with article 16(d).

Article 16(d) provided that the issuing bank's notice of refusal must state whether it was holding the documents at the presenter's disposal or was returning them.

The telex of September 30 was not good notice. Its effect was that the documents were not at the buyers' nor the sellers' disposal until Banker's Trust had been paid.

The appeal was dismissed. LORD JUSTICE FARGHER, agreeing with Lord Justice Lloyd on all points except as to whether the bank should be allowed extra time for consultation, said that a document might be in a foreign language, or its technical nature might require an explanation from an expert.

Reasonable time must mean reasonable in all the circumstances, and the circumstances would include the need for consultation of that nature.

Similarly if it was the custom among bankers, as the evidence disclosed, to enquire of the applicant for a letter of credit whether it wished the bank to reject discrepant documents, it should be permitted to do so within the ambit of reasonable time required to make its determination.

An issuing bank acted within a reasonable time if it consulted where necessary a translator, an expert in the commodity sold, or its applicant for the purposes described.

SIR JOHN MEGAW, also agreeing with Lord Justice Lloyd except on the consultation point, said it was accepted that consultation as to whether the applicant would wish to take up discrepant documents was not prohibited by the code. Also it was accepted that the practice of such consultation was in the interest of both parties to the contract.

Once those two propositions were accepted, there was no ground for contending that time reasonably spent in consultation to assist the bank in its determination, was excluded from assessment of reasonable time.

The appeal was dismissed. For Banker's Trust: Peter Goldstein QC and Julian Flower (Solicitors & Partners). For State Bank: Peter Scott QC and Mark Haygood (Slaughter and May).

Rachel Davies

Barrister

CONTRACTS & TENDERS

PRIVATISATION IN GREECE

INVITATION FOR EXPRESSION OF INTEREST in the buy-out of VIDOMET S.A.

Within the framework of the Greek Government's privatisation policy, the Hellenic Industrial Development Bank ("ETDA") intends to sell its shareholdings in VIDOMET S.A. ("the Company") to interested investors. KIDDER, PEABODY & Co. Inc. (Kidder), in association with KOURI CAPITAL Greece Ltd. (Kouri), has been exclusively mandated by ETDA to act as financial advisor in the divestiture of the above shareholdings.

The Company

VIDOMET was established in 1972 and is the largest manufacturer of nuts and bolts in Greece. It holds 25% of the national market in the products that it manufactures, and has a distribution network of representatives, that covers the entire country. Its products are famous for their excellent quality. The manufacturing facilities are located in Aliveri of the Prefecture of Evia, and the Company's offices are in Athens.

Financial Highlights

	1988		1989		1990	
	US\$	GRD	US\$	GRD	US\$	GRD
Sales	2,530	359	2,244	365	1,840	299
Gross Profit (Loss)	(289)	(41)	(10)	(2)	(113)	(18)
Total Assets	6,901	1,008	7,018	1,125	7,814	1,233

Privatisation Procedure

The privatisation process is a selective and controlled auction, involving three distinct phases:

- Initially, interested investors could request the confidential Offering Memorandum from Kidder or Kouri.
- In the second stage, investors expressing formal interest in the acquisition of the Company, and after executing a Confidentiality Agreement, will be given access to further information, the management and the facilities of the Company.
- A limited number of investors participating in this stage will be asked to submit to Kidder and Kouri by noon time (12:00) on July 26th, 1991, definitive binding proposals for the acquisition of the shareholdings of ETDA to the Company.

Firm offers submitted will be reviewed and evaluated by ETDA, Kidder and Kouri.

ETDA reserves the right to invite investors to submit improved offers, to reject all offers submitted, or to modify the acquisition procedure, should this be to the interest of ETDA or of the Company.

For the Offering Memorandum, as well as for further information on the proposed sale procedure and the timetable, interested investors should contact:

Kouri Capital Greece Ltd
Kifissias 294, 157 32 Halandri
Athens, Greece
Tel: 30-1-684 6618
30-1-684 6205
30-1-683 0892
Attn: Dr. Anthony P. Zioudas,
Managing Director

Kidder, Peabody & Co. Inc.
10, Hanover Sq.,
New York, N.Y. 10005
Tel: (212) 510 4206
Fax: (212) 558 6811
Attn: Mr. Chris Pavlidis,
Vice President

PRIVATISATION IN GREECE

INVITATION FOR EXPRESSION OF INTEREST in the buy-out of PORCEL S.A.

Within the framework of the Greek Government's privatisation policy, the Hellenic Industrial Development Bank ("ETDA") intends to sell its shareholdings in PORCEL S.A. ("the Company") to interested investors. KIDDER, PEABODY & Co. Inc. (Kidder), in association with KOURI CAPITAL Greece Ltd. (Kouri), has been exclusively mandated by ETDA to act as financial advisor in the divestiture of the above shareholdings.

The Company

PORCEL S.A. was established in 1985. It is the only Greek company engaged in the mining, processing, and selling of feldspar, which is used as raw material in the production of porcelain, glass bottles and containers, decorative tiles, and other ceramics. The Company has mining rights in various locations in Macedonia and Thessaly, covering a total area of over 350 million sq. meters. Apart from feldspar, in the Company's deposits large quantities of white marble are also found. The Company's headquarters are in Athens, while its production facilities are located at Farmasi of the Prefecture of Drama.

Financial Highlights

	1988		1989		1990	
	US\$	GRD	US\$	GRD	US\$	GRD
Sales	274.9	39	597.2	97	340.1	54
Gross Profit (Loss)	(592.1)	(84)	(781.9)	(127)	(12.6)	2
Total Assets	7,058.5	1,031	7,092.8	1,137	5,968.6	942

Privatisation Procedure

The privatisation process is a selective and controlled auction, involving three distinct phases:

- Initially, interested investors could request the confidential Offering Memorandum from Kidder or Kouri.
- In the second stage, investors expressing formal interest in the acquisition of the Company, and after executing a Confidentiality Agreement, will be given access to further information, the management and the facilities of the Company.
- A limited number of investors participating in this stage will be asked to submit to Kidder and Kouri by noon time (12:00) on July 25th, 1991, definitive binding proposals for the acquisition of the shareholdings of ETDA to the Company.

Firm offers submitted will be reviewed and evaluated by ETDA, Kidder and Kouri.

ETDA reserves the right to invite investors to submit improved offers, to reject all offers submitted, or to modify the acquisition procedure, should this be to the interest of ETDA or of the Company.

For the Offering Memorandum, as well as for further information on the proposed sale procedure and the timetable, interested investors should contact:

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Fax: (212) 558 6811
Attn: Mr. Chris Pavlidis,
Vice President

credit

ARTS

Chinese walls at the V&A

Susan Moore finds Mr T.T. Tsui's gift very informative

There are seven entrances to the new T.T. Tsui Gallery of Chinese Art at the V&A. At two, the visitor is invited to touch - yes, touch - the first thing he or she sees: a blue and white Ming vase, or a 400-year-old carved serpent head. Gimmick? Not entirely, for the handling of works of art is pleasurable and informative.

Ambivalence accompanies one throughout. It is an irritant because in most respects this radical new gallery is as it should be. The objects on display are breathtaking, and beautifully presented, and I defy almost anyone to claim that they did not learn a great deal.

The old gallery was effectively a gallery of Chinese ceramics with a few others thrown in for good measure. In the new display, there are not only more objects on show - around 600 - but their range reflects the fact that the museum has the broadest base of any Chinese collection in the West. Up to date lighting and humidity control systems have allowed the display of many things for the first time, including 1,000-year-old Tang textiles, and exceptional lacquer. At last we can take a proper look at the museum's greatest Chinese treasure: the only 15th-century lacquer table in the world, and the only surviving major piece from the Imperial "Orchard Factory". Surprisingly it is not illustrated in the companion volume to the gallery (V&A Publications, £19.95).

What is radical is the way in which the exhibits have been presented. Gone is the conventional art historical approach where works of art are arranged in chronological order. Instead we find thematic groupings designed to tell us how objects were used in order to make Chinese culture more accessible. Cases are devoted to "eating and drinking", "living", "ruling", "collecting",

"temple and worship" and "burial". The workaday finds itself next to the precious.

New research in the museum has revealed a great deal more about use. A case in point is the Yuan-Ming celadon dish made for ornamental displays of fruit. Here we see it piled high with satsumas to reveal the rich colouristic resonance between orange and celadon green. It might have been a good idea if the satsumas had not been plastic.

The aim is on the culture and society which produced these objects rather than the objects themselves. Certainly they make for fascinating cultural history, but it is almost incidental that these "historical documents" happen to be exceptionally rare and beautiful, or tours-de-force of technique and invention.

To see the themes were determined by the museum's collection. More controversially perhaps, they were influenced by what consumer research said the public wanted to know. This is fine, assuming the customer is always right. Here we see scholarship at the service of market forces.

Market research was funded in part out of the £1.25m that the Hong Kong businessman and collector, Mr T.T. Tsui, generously donated to the V&A for a new gallery - the largest amount ever given by any individual. His gift also pays for the new post of Chinese Community Liaison Officer at the museum. The three aspects to the project reflect the V&A's current priorities of education, bringing down cultural barriers, and bringing in more visitors. An education pack is being developed for the teaching of GCSE history and religious studies, and the museum hopes for DRS grants. Certainly the display favours children, with shelves and captions uncomfortably low for

the average adult. Only occasionally is it simplistic to the point of unhelpfulness. More complex issues are also touched upon, including restoration, and the faking of collectable items. There are a number of pieces whose labels are eye-catchingly marked with the red FAKE stamp, but there is little academic point in showing such objects if there are no comparable genuine pieces.

The Chinese Department should be congratulated for its exciting and stimulating gallery. That said, we should all bear in mind that Mr Tsui's gift was made out of gratitude. It was at the V&A, he claims, that he learnt almost all he now knows about Chinese ceramics, a passion that has enhanced his life. That came from access over many years to its 8,000 Chinese ceramics, displayed row upon row in chronological order and according to kiln site.



Display in the new Chinese Gallery at the Victoria & Albert Museum

Brendel's Mozart

ROYAL FESTIVAL HALL

In the 1970s Alfred Brendel and the Academy of St. Martin-in-the-Fields under Neville Martinelli collaborated on a well-known cycle of recordings of the Mozart piano concertos. The series has reappeared for Mozart year and still holds its own, despite changes in the style of Mozart playing over the last 20 years.

To some extent pianists have been sheltered from the more radical advances made by the forte instruments movement. The concertos do not work on a fortepiano in modern concert-halls, because the soloist simply cannot be heard, and so there is still a place for the kind of Mozart favoured by Brendel and Martinelli, not only for its quality, but also for its style. Their two concertos, one last Friday and the other on Wednesday, were sold out.

Whether intentionally or not, Brendel has cultivated a way of playing this music that suits current expectations very neatly. There is nothing feeble or winsome about the sound he gets from a grand piano, but the definition that he likes accords well with what we might now expect to hear from a fortepiano. Brendel also decorates the solo parts, which is more than the so-called "authentic" pianists do.

The jewel among the three concerto performances that he gave us was the C Major, K.503,

the climax of last week's programme. The Apollonian Brendel was here at his most radiantly beguiling. Every phrase brought some new felicity of expression and the pianist never felt constrained by the limits of his chosen style - a responsive sort of classicism, less severe than Serkin in his later years, less aloof than Pollini.

At the second concert the B-flat Concerto, K.595, was less illuminating, while the D Minor Concerto in the first had never really abandoned itself to the muse. In the impassioned central section of the slow movement, where Mozart plunges into his most agitated G minor mood, the playing was fiercer and more brilliant, but not a whiff of anxiety as it should be. Dionysus is at his most fearful here and Brendel left us innocent of the fact.

Nevertheless, there was a lot of fine playing, given luxury accompaniment by the ASMF and Martinelli. Their purely orchestral items met with mixed fortunes. The Symphony No 34 went with such dash as to suggest that Martinelli has been adopting some of the more brilliant traits of period-instrument Mozart; but the impression was spoiled later by a bland account of the "Raffaello" Symphony, No 35.

Richard Fairman

Françoise Pollet

WIGMORE HALL

This dramatic soprano offers intelligent warmth, dignity and confidence, and vocal resources beyond what the Wigmore can contain. For her British debut recital on Wednesday, she scaled down like a canny professional, but nobody would have doubted that we were hearing an Ariadne, a Gutrune, a Marschallin playing at mere song.

Why have our opera companies not picked her up years ago? One supposes there is only in her mid-30s now, but her precocious authority and ease must have been evident a long while back.

Her Wigmore programme might have been better chosen. No doubt Britten's French following arrangements were preferred as a kind of compliment, but Britten's lean, wry way with such stuff isn't well served by a voice so ample (and irony-free) as to swallow up the brittle finesse of the piano commentary. If these were merely "straight" settings, they would be nothing much; we didn't hear the other side of the story. In the Debussy/Verdi *Ariettes oubliées* Miss Pollet found far more to get her teeth into, and yet for all her attention to sense and sentiment they emerged as exercises in a single style: carefully sympathetic, assured and placid.

Miss Pollet's first encore,

Schubert's "Heldenröslein", was more robustly affecting than any of her Debussy, and her second - one of Wolf's "Mignon" songs - more searching and passionate. One remembered that the first phase of her career kept her in Germany: has she ever had time to discover how Debussy's elusive *melodies* really work?

Between Debussy and the encores, however, came the Baroque *Nuits d'été* songs. Again Pollet registered their differences in mood, but delivered them all with a comfortable gravity that reduced their contrasts. Yet she struck a true, classical *tragédienne* stance that would surely have pleased Baroque sober intensity without the close attention to the sense of words and music alike.

With those noble virtues, and with the power she was palpably holding in reserve, she ought to make a wonderful Cherubini Medea. Her classical potential has not been ignored: she is already admired as Weber's Agathe and Renia, Berlioz's Cassandra, Mozart's *Vittoria* - though not yet in Britain. A *Liederkreis* from her would be greatly welcome, more than new excursions into the French song repertoire; but she is built for the operatic scene.

David Murray

Hedda Gabler

ABBEY THEATRE, DUBLIN

A drawing-room comedy gone mad, Hedda Gabler endures because it is ever open to fresh interpretation. It is neither a heroic melodrama nor a conventional tragedy, but rather an interpretative challenge to both director and leading actress. It has been played in all manner of ways since its premiere a hundred years ago - realistically, symbolically, as black comedy, classical tragedy, as farce, in drag...

My memory of a London production some 20 years ago was simply of a very long, very gloomy play. Hildegard Bechtler's set - a bleached-out, underfurnished Victorian drawing-room - defies conventional expectations of claustrophobic Scandinavian gloom, and the smart pace of Deborah Warner's production never flags. This time around it seemed, not exactly short, but never dull.

Fiona Shaw's Hedda immediately presents herself as "very unpathetically unsympathetic" (as George Bernard Shaw put it, writing about the first London production in 1891) in the opening scenes with her husband, Tesman, and his impossible aunt, Juliana. The only disappointment is Robert O'Mahoney as the doomed and dissolute Ejlert Othovig. It is impossible to see what attraction this charming greasball could possibly have for Thea and Hedda.

Deborah Warner's production is not the outstanding, definitive Hedda Gabler; it is unlikely that we will ever see

fact, one which the audience is never allowed to forget.

Amazingly, this is Fiona Shaw's first professional appearance in her native land, and an extremely accomplished one. As the play progresses, her fluctuations between sarcasm (to her husband) and coquetry (to other men) develop into something infinitely deeper and more desperate. Inner emptiness is expressed in a vacant, open-mouthed stare. The long, low groan which she gives from her downstage corner as Thea announces that she has kept the notes of the missing manuscript is the groan of a she-devil.

But this is by no means a one-woman show. Fiona Shaw's Hedda Gabler meets her match in a Judge Brack played with arrogant sensuality and wonderfully urbane flourishes by Hugh Ross. Ingrid Craigie as the frothy, bluff Thea brings a finely controlled hysteria to this difficult role. Garrett Keogh makes the most of the unenviable Tesman by playing him like a mildly demented mouse. Doreen Keogh is a suitably cosy, twinkly aunt Juliana. The only disappointment is Robert O'Mahoney as the doomed and dissolute Ejlert Othovig. It is impossible to see what attraction this charming greasball could possibly have for Thea and Hedda.

Deborah Warner's production is not the outstanding, definitive Hedda Gabler; it is unlikely that we will ever see



Garrett Keogh and Fiona Shaw

such a thing. But it is a sensible and enjoyable one, memorable for a well-controlled cast and Bechtler's refreshingly different sets and costumes. The translation, by Una Ellis-Fermor, is a linguistically neutral one, evoking the play's European origins rather than creating a regional or contemporary context. This works well in the

Abbey, neutralising its existence as Ireland's National Theatre, and emphasising the European links which its new artistic director, Garry Hynes, is keen to foster during Dublin's year as Cultural Capital of Europe, and beyond.

Alannah Hopkin

The Blackboard Jungle

THEATRE ROYAL, STRATFORD EAST

The dear old Theatre Royal in Stratford East is going through a good patch. Last month I wrote about the excellence of its new artistic director, Robert Prior, and his experiences of Caribbean blacks in Britain. The theatre has scored again with *The Blackboard Jungle* by its resident playwright, Patrick Prior.

The play could have a less flip title. Its subject matter is, on the face of it, unappealing: it concerns the 1988 Education Act which states that schools must opt out from local authorities. But Prior, a former teacher, is a writer full of promise. His triumph here is to treat the subject as farce with a touch of satire. Prior's jokes are more effective than a dozen serious commentaries.

What looks like a signed photograph of Kennerly Clark, the headmaster, hangs on the wall of the headmaster's study. A smaller photograph of David Mellor, the chief secretary at the treasury, hangs underneath. The school has already opted out, and by all sorts of dodgy practices, the headmaster is trying to make privatisation pay. "Local management for schools," he says, "means money for me - bums on seats." The trick is to

take only the ablest pupils, with a sprinkling of ethnic mix, so that none of them need special attention. That way the headmaster is simultaneously chasing the school secretary, with whom he has had a liaison during a weekend conference in Cleethorpes on in-service training, and an old flame who turns up as a schools inspector. Some of the lines and actions become quite explicit.

I do not want to praise the piece too highly because Prior is still developing. Occasionally the farce becomes repetitive and not all the lines that are intended to be serious come off. What Prior has done beyond doubt, however, is to show that the best way to launch a political attack is to make people laugh at the target.

Kenneth Clarke, populist politician that he is, will probably go and see the play forthwith and thoroughly enjoy it. So should you. Bill Thomas is the headmaster and in a small cast everyone shines. Jeff Tarr directs. The biggest pleasure, apart from it being well done, is that there is an anti-Thatcherite playwright who is not full of bile.

Another means of exit from the study is through the heating system. That, too, comes in useful and leads to such a slightly explosive end as that Ken-

releases a magnificent cantata of screams, the last, and best, offstage.

In England, Macduff (Sean Baker) takes little notice of Malcolm's mock-confession, pacing the stage with his hands behind his back, but he becomes again the courteous patriot we saw, appalled at Duncan's murder, but still firm to console Lady Macbeth. Ross (Robert Arnold) is a decent old man consoling Lady Macduff, less decent telling Macduff casually that his family are "well" and then that they have all been murdered. It is a pity that his subsequent energy does not result in more visible guts into Jonathan Oliver's Malcolm.

At opposite ends of the social scale are Roy Hanlon, as a kindly Duncan, and Gordon Kane as a not very funny Porter. Michael Gregory, piper at the Court, manages to play "God save the Queen" on the pipes.

B.A. Young

Macbeth

LUDLOW CASTLE

Rain fell over Shropshire all day, then, as if at the producer's command, cleared for the open-air *Macbeth* at Ludlow Castle. A tiny shower, only perceptible from the stage, helped put on, fell with absurd exactitude on Banquo, a moment before his murder, observed "It will be rain tonight."

Alan Cohen's direction gives us a straightforward *Macbeth*, with a few happy curiosities. The Weird Sisters (Kathryn Dunphy, Victoria Worley and Chris Barnes) are on stage almost all the evening; indeed they are on stage before the play starts, while artillery noises evoke the distant fighting. They spy on significant scenes, even leaving their hideaway for a close-up of Banquo's death. They themselves play the three witches that give Macbeth such false advice, and they are allowed a few lines from Middleton's *The Witch* as they boil their stew.

Macbeth (David Rintoul) and Banquo

(David Mallinson) make their first entry mounted, Macbeth on a bay, Banquo on a grey. Claire Lyth's restrained settings (lighting by Paul McLeish) help us believe in such subtle detail. Though the battles lit by blazing torchlight, are somewhat under-populated, Macbeth's final fight with Macduff ends as a wrestle, both having discarded their weapons. Rintoul's Macbeth seems particularly genuine when he decides to "proceed no further" so much so that Lady Macbeth further to his face, but he is truthful too as an arrogant fighting man.

Harold Gwynne's Lady Macbeth, a society hostess in costumes that get more showy as she feels herself getting royal, is the undeniable boss at the party. The harassed Macbeth finally breaks the dinner table to bits, but his lady retains her dignity, even when sleepwalking. Lady Macduff is given by Melody McNamara with an equal Scottish correctness until the murderers drag her off. Then she

releases a magnificent cantata of screams, the last, and best, offstage.

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At opposite ends of the social scale are Roy Hanlon, as a kindly Duncan, and Gordon Kane as a not very funny Porter. Michael Gregory, piper at the Court, manages to play "God save the Queen" on the pipes.

B.A. Young

INTERNATIONAL ARTS PREVIEW & EXHIBITIONS

The 1991 Schleswig-Holstein Music Festival opens on Sunday with a concert in Lübeck by the North German Radio Orchestra and Women's Chorus conducted by John Eliot Gardiner. The programme consists of Mendelssohn's Reformation Symphony and Holst's The Planets. Now in its sixth year of existence, the festival offers a vast array of concerts (more than 130 spread over 30 different centres in north-west Germany) throughout July and August. The festival was founded and continues to be masterminded by the German pianist Justus Frantz, who has once again attracted many leading musicians, and himself plays at several events.

There is a prominent Soviet element at this year's festival. The violinists Tatjana Grindenko and Gidon Kremer join the Deutsche Kammerphilharmonie for several concerts (with a programme ranging from Vivaldi to Berlioz, Schnittke and Shostakovich); Yuri Bashmet and the Moscow Soloists bring a programme of Vivaldi, Haydn and Mozart; and the German-Soviet

Youth Philharmonic are conducted by Rostropovich in Prokofiev's Romeo and Juliet staged by Vladimir Vassiliev. Among the guests with the Festival Orchestra are the pianist Yevgeny Kissin, the conductors Dmitri Kitayenko and Felix Mendelsohn, and the soprano Arleen Auger. (In performance in Neumünster of Mahler's Second Symphony, dedicated to the memory of one of the festival's early supporters, Leonard Bernstein). Guest ensembles include the Kirov Opera Orchestra from Leningrad. Günter Wand conducts the closing performances of Bruckner's Fifth Symphony (23 and 24 Aug in Lübeck Cathedral). The central box office number is (0431) 567080.

Among the highlights of this year's Avignon Festival (July 9 to August 2) are a production of Shakespeare's *The Tempest* by Peter Brook in a new French translation by Jean-Claude Carrière, and a Jorge Lavelli production in the courtyard of the Palais de la Courbe, based on three works by the Spanish writer Ramon María del Valle-Inclán about dehumanisation of character. They were originally written as novels in dialogue from 1907 to 1922, and are adapted by Armando Llanas. The programme also includes productions of plays by Strindberg, Heiner Müller, Valère Novarina and an exhibition commemorating the work of Jean Villat. The box office number is (039) 862443.

American Ballet Theatre next week opens a short season at the Palais Garnier in Paris (July 3-14), with works by Kenneth MacMillan, Twyla Tharp, Jerome Robbins and Agnes de Mille.

EXHIBITIONS GUIDE

BERLIN
Altes Museum John Heartfield: centenary retrospective of the influential Berlin-born photo-montage artist. Ends July 11. Closed Mon-Fri.
Kunsthalle Berlin Fayence from Strasbourg: 18th century glazed earthenware from the Hanseatic town where the craft of Fayence flourished. Ends July 21. Closed Mon and Tues.

CHICAGO
Art Institute Degenerate Art: The Fate of the Avant-Garde in Nazi Germany, featuring the work of artists held up for public mockery in 1937, who later won recognition as masters of their realm. This is a widely-acclaimed exhibition originally mounted by the Los Angeles County Museum. Ends Sep 8. Also The Gold of Africa: Jewelry and Ornaments from Ghana, Ivory Coast, Mali and Senegal. Ends Aug 25. Also 18th and 19th century Staffordshire creamware by potters such as Wedgwood, Asbuth and others, from the collection of Harry Root. Ends Oct 27. Also English and French Printed Textiles: 100 examples mainly from 18th and 19th centuries. Ends Sep 3. Daily.

FLORENCE
Casa Buonarroti Artemisia Gentileschi (1597-1651/3), follower of Caravaggio and possibly the most famous woman artist of all

time. The exhibition includes 30 paintings from Italian and foreign museums, together with several masterpieces by her father Ottavio. Ends Nov 4. Closed Tues-Fri.
FRANKFURT
Schirn Kunsthalle From Expressionism to Neo-Expressionism: Art in Germany 1905-1938. The Marvin and Janet Fishman collection traces the development of Expressionism and the reaction against it in the Neue Sachlichkeit. Ends Aug 18. Daily.

MADRID
Museo Nacional Centro de Arte Reina Sofia Joaquín Torres-García: 120 paintings and sculptures tracing the artistic development of the Uruguayan who helped pioneer modernism in Latin America before his death in 1949. Ends Aug 12. Closed Tues-Fri.
Fundación Juan March María Helena Vieira da Silva: 64 abstract paintings by the Franco-Portuguese artist (b1908). Ends July 7. Daily.

NEW ORLEANS
Metropolitan Museum of Art Masterpieces of Impressionism and Post-Impressionism: The Annenberg Collection, including works by Gauguin, Cézanne, Van Gogh, Renoir and Degas. Ends Oct 13. Also The Art of Paul Gauguin: retrospective of one of America's foremost sculptors. Ends Sep 1. Also Sculpture of Indonesia. Ends Aug 18. Closed Mon-Fri.
Museum of Modern Art Ad Reinhardt (1913-67): the first full-scale retrospective. Ends Sep 2. Also The Gardens and Parks of Roberto Burle Marx: 20th century landscape architect; plus Seven Master Printmakers, showing how Hockney, Rauschenberg and others redefined possibilities for print in the 1980s. Ends Aug 13. Closed Wed-Fri.
Whitney Museum of American Art Hunt Oldendorf: figurative

largest-ever survey of the English artist's work. Ends Sep 15. Daily.
Walpole Gallery The Cinquecento: more than 50 Italian paintings and Old Master drawings, including works by Titmarte, Veronese and Carracci. Ends July 28. Closed Sun-Fri.
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Whitney Museum of American Art Hunt Oldendorf: figurative

sculpture and drawings by a long-neglected early 20th century artist. Ends Sep 28. Closed Mon-Fri.
PARIS
Centre Georges Pompidou André Breton (1896-1966): the aesthetic world of one of the leading theorists of Surrealism. Ends Aug 22. Closed Tues-Fri.
Galerie Daniel Maigne Moise Kallir: retrospective of the Polish-born member of the cosmopolitan Ecole de Paris. Ends July 14. Closed Sun-Fri.
Galerie Schmitt French Masters of the 19th and 20th centuries: annual exhibition dominated this year by a jewel-coloured Rouault. Ends July 18. Closed Sun-Fri.
Grand Palais From Corot to the Impressionists. Ends July 22. Also Seurat retrospectives. Ends Aug 12. Closed Tues-Fri.
Jeu de Peumes The renovated former temple of Impressionism inaugurates its new role as a national gallery of contemporary art with an exhibition of Dubuffet, representative of art brut. Ends Sep 22. Daily.

LOUVRE
Pavillon de Flore Spanish Drawings: Masters of the 16th and 17th centuries, with works from the Louvre and Spanish museums. Ends July 22. Closed Tues-Fri.
ROME
Capitoline museums and Accademia Valentino Valentino: Thirty Years of Magic. Valentino has handed himself the sort of accolade that sits more graciously on designers already dead, with a show spread over two sites. The Capitoline museums (ends July 28, closed Mon) show photographs of Valentino designs, while the Accademia (ends Nov 5, daily) has 300 outfits made between 1960 and 1990 with their

original accessories, some surprisingly understated. Intelligent eye of the designer shows in the wealth of sources - William Morris wallpaper, Meissen porcelain, Branzino portraits and Tiffany lamps, from which inspiration was drawn for his exquisite designs and lavish embroideries.
Palazzo Ruspoli The Mark of Genius: 100 old master drawings dating from mid-15th to late-18th centuries, all of exceptional quality, lent by the Ashmolean Museum in Oxford. Mainly Italian, with five Raphaelles including the so-called self-portrait, and several of Michelangelo's studies for the Sistine Chapel, but also a delightful Brancaccio and unusual works by Frans Hals, Fragonard and Ingres. Ends July 28. Daily.
Palazzo Sacchetti Fazio Romano: a collection of paintings, sculpture and decorative art which formed the no-holds-barred style favoured by the patrician families of Rome between mid-16th and late-18th centuries. Displayed in the piano nobile of a 16th-century palazzo designed by Antonio de Sangallo for the younger, specially opened for the occasion. Last chance to see the exhibition today, tomorrow and Sun.

ROTTERDAM
Museum Boymans-van Beuningen Dated pottery: household earthenware and stoneware from around 1600, selected from the Van Beuningen de Vriesse archaeological collection. Ends Sep 15. Also Jan van der Vaart: 35 years of ceramics, many characterised by an abstract-geometric idiom. Ends Aug 25. Closed Mon-Fri.

FINANCIAL TIMES

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Grasping the housing nettle

THE DUKE of Edinburgh will this morning unveil the second report of his inquiry into British Housing, six years after the first report which called for radical reform. The headlines will focus on his renewed call for the abolition of tax relief on mortgage interest. Back-benchers will denounce the husband of the wealthiest woman in the UK for seeking to penalise ordinary homeowners. That will be a great pity, for this report deserves study and debate.

It begins by recollecting the problems identified in 1985: a shortage of properties, deteriorating housing stock, unstable rents and a lack of choice. All of these problems have worsened. High interest rates and the recession have led one in 12 mortgage holders to fall into arrears, with a record 47,490 homes repossessed over the past year. Those who are homeless find it harder to secure rented housing, especially in areas where council housing has been aggressively sold off.

Two factors were identified as responsible for these problems in 1985: inadequate investment in rented housing and the heavy financial bias towards owner-occupation. The Duke's inquiry team has not changed its view on the problems but it has now devised a more coherent programme to tackle them.

Rent controls

To revive the private rented sector, the report seeks to tempt institutions to re-enter the market. It recommends the retention of rent controls (necessary to win cross-party support), but with rents set to give a return on capital which equates with that available on index-linked gilts. There would be additional allowances to cover management and maintenance costs and tax reliefs offered which could increase the real return to as much as 5.8 per cent on the value of the property. Given Labour's commitment to the principle that landlords should be able to earn a fair return on their capital, provided tenants' rights are protected, this is an approach which could survive a change of government.

The detailed proposals -

particularly on new tax reliefs - need careful analysis. The existing tax incentives for building rented housing under the business expansion scheme tend to encourage letting for only five years.

Any new tax relief ought to encourage long-term growth in private rented accommodation. And there is always a danger that tax reliefs become yet another set of loopholes for the tax avoidance industry, at great cost to the exchequer and little benefit to the homeless.

Poverty trap

Rents in the social housing sector would also be encouraged to rise to yields comparable with those available in the private sector, though phased in over a longer period to avoid hardship. Higher rents in social housing would inevitably increase the number of tenants on housing benefit, but the report is rightly happy with the principle that subsidies should go to people rather than producers. It proposes a new withdrawal of benefit as income rises - this would reduce the poverty trap caused by its current steep withdrawal rate.

More controversially, it would restore housing benefit to those under 25. Benefit has been restricted to deter young people from leaving home too early, but the report points out that many young people have no homes to go back to or have experienced abuse or violence to which they should not be forced to return.

The cost of more generous housing benefit would be covered by the proceeds of abolishing mortgage interest relief. This should be phased in over 10 years, the report proposes, during periods when interest rates are falling. A start was made in the budget by restricting relief to the basic rate of tax; a 10-year withdrawal target therefore is not, in principle, impossible.

But the removal of this perverse subsidy is a nettle which will have to be grasped to sooner or later. City economists, academics, housing workers and the Archbishop of Canterbury support the Duke in his view. It is only the politicians who now refuse to face this unpleasant truth.

Labour and the unions - again

THE MORE likely it becomes that the Labour party will form Britain's next government, the more evidence emerges that Labour's old problem remains. The party which was born as the parliamentary organisation of the trade unions still betrays its origins. Mr Tony Blair, Labour's employment spokesman, has made creditable efforts to establish a more distant relationship with the unions. But his attempt to sell Labour as the party of the individual worker is faltering amid the assertion of sectional interest.

Mr Blair has been sounding unusually flustered about this recently. That is hardly surprising given the burst of argument between the craft union leaders, who oppose Labour's statutory minimum wage policy, and the leaders of public sector unions who support it. Labour's comfortable lead in the opinion polls and the conservative disarray over Europe, is loosening union leaders' tongues.

Mr Blair should bear in mind his problems with the minimum wage policy when he examines the bitter recognition dispute under the National Labour Relations Board in the US have not achieved much for unions. The TUC itself fears difficult disputes over the size of the bargaining unit covered by an agreement. And even if an employer was forced to grant recognition, it is not easy to see how managers could be required to negotiate in good faith.

Pandora's Box

Giving unions legal recognition rights in this way would open up a Pandora's Box of problems. The bitter recognition dispute under the National Labour Relations Board in the US have not achieved much for unions. The TUC itself fears difficult disputes over the size of the bargaining unit covered by an agreement. And even if an employer was forced to grant recognition, it is not easy to see how managers could be required to negotiate in good faith.

Both the principle and practice of statutory recognition are flawed. But if Labour is determined to pursue the idea, it should establish a simpler policy. Rather than the penury of measures proposed by the TUC, there should be two. First, any worker should have the right to be represented by a union in a disciplinary hearing. Second, no recognition should be enforceable unless a clear majority of workers - perhaps 55 per cent - votes for it in a secret ballot. Conversely, employers would be allowed to end recognition if support fell below that level. It is doubtful if these measures would help unions much, but they represent the limit of what Labour should even consider putting on the table.

The most dangerous is that

High noon may still be some months off for final decisions on European political and monetary union, but the EC summit, opening today in Luxembourg, will still provide some high drama.

With the 12 EC leaders sitting down to map the road towards a single currency and the largest revision of the Community's constitution in its 33-year existence, it could hardly be otherwise. Before them will be a 132-page draft Treaty on European Union, drawn up by the Luxembourg presidency to encapsulate the Twelve's negotiations on political and monetary union over the past six months.

Many EC capitals still have serious qualms about aspects of the draft: some feel the proposed changes do not go far enough towards a federal structure of government for Europe, while in Britain Mrs Margaret Thatcher, the former prime minister, has been equating the treaty to a national suicide note.

The Luxembourgers claim the portion on economic and monetary union (Emu) is 95 per cent ready to be signed by governments and ratified by parliaments. In terms of text, they are probably right. But the unsettled 5 per cent contains various hard questions, which Prime Minister Jacques Santer of Luxembourg has tabled for summit discussion. They comprise:

- What degree of economic convergence must states achieve before they enter a monetary union?
- How soon should a European Central Bank be set up and with what transitional powers before it takes over management of a single currency?

How should the final passage to Emu be organised? This issue includes, of course, the let-out suggested last month by Mr Jacques Delors, the Commission president, whereby the UK could sign the treaty but let a later British parliament decide whether and when to join in.

Determining the outcome on Emu is the far more wide-ranging negotiation on political union. There is a logical link between what kind of money the Community has, and whether it has a common foreign/defence policy or how democratically it reaches decisions. But there is power politics. Chancellor Helmut Kohl has made political union his country's priority for summit decisions. The German of the D-Mark. And the German leader has made clear that he will make Emu-enthusiasts sweat until the next EC summit in Maastricht, which is supposed to wrap up the two intergovernmental conferences (IGCs) on political and monetary union.

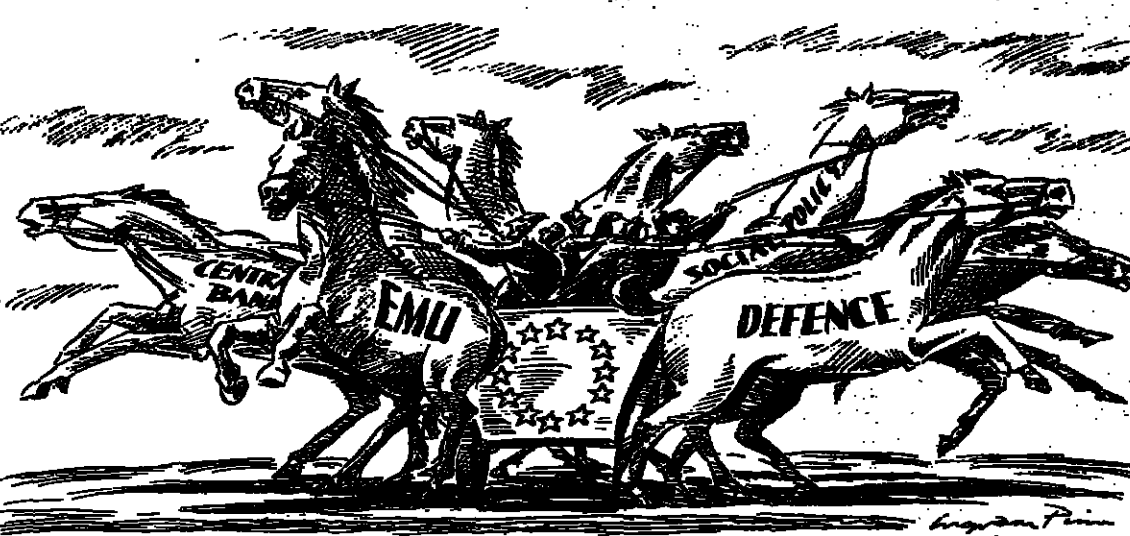
Nothing shakes both IGCs so much as rumours that Germany, pre-occupied with internal problems, is going cool on political union as well as Emu. So far such rumours have proved unfounded. Therefore, it is still likely that, at the 12-sided poker game that will be played at Maastricht, the British will trade Emu for his partners' agreement to put "a democratic European roof on united Germany" by upgrading the powers of the European Parliament.

The political union debates has raised questions about the EC's final destiny that have never been so sharply posed before. Is a common defence policy to be the inevitable outer garment of a Community that has become a world power, or would it alienate America from Nato and so leave Europe less secure? Should the EC think of itself as a future federation, or is it one already? Have Europeans grown sufficiently alike that they can hand over more law-making power to a transnational parliament, or is this intolerable because the Strasbourg assembly is not yet rooted in European political life? Can the Council of Ministers take most decisions by majority, or must each individual member state trust each other enough to let themselves be outvoted?

The one government to argue persistently for maintaining the status quo is Britain's. It has not been a member of the exchange rate mechanism long enough to want to move on to Emu. It is adjusting, painfully but partially, to the EC's current agenda. When "a federal goal" emerged in the draft treaty this month, Mr Douglas Hurd, UK foreign secretary, asked almost plaintively why the EC could not stick to the founding fathers' aim of "ever-closer union". "We didn't like this term to begin with," he said, "but we have got used to it."

Despite the replacement of Mrs Thatcher by Mr John Major, a country that wants little or nothing positive out of the IGCs finds it hard to get involved in the horse-trading. To the extent that Britain has become hung up on individual words in the draft treaty, such as "federal", its partners will accommodate it.

Britain has had certain proposals of

As the EC summit opens in Luxembourg, difficult questions remain about the Community's direction, writes David Buchan
Horse-trading before high noon

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Britain has had certain proposals of

its own - more scrutiny by the Parliament over the Commission and the EC budget, and the power for the European Court to fine governments that flout EC law - written into the draft treaty. But they are too much of a chartered accountant's or police man's view of political union to appeal greatly to other countries.

Nonetheless, apart from the extension of majority voting in social policy - on which Britain finds itself in a natural minority of one - the UK has tactical alliances with:

- Germany on Emu. The two countries' ultimate visions of Emu may differ, because Germany would want a degree of economic discipline imposed on participants in a monetary union that Britain, and others, would balk at. But Bonn and London both stress the need for economic convergence before any irrevocable Emu

decision is taken. In addition, Mr Kohl understands Mr Major's political need not to be rushed into treaty-signing.

Germany also happens to share the UK interest in writing into the treaty a clause on "subsidiarity", the principle that the EC should only deal with things that cannot be better dealt with at national or local level. The two countries, along with Denmark, want such a clause worded so that they could go to the European Court of Justice if they felt that EC institutions like the Commission were trying to do things that should be properly left to states or (in federal Germany's case) regions.

• The Netherlands on defence. Since the spring, the British and the Dutch have fought what a senior UK official this week termed a "brilliantly successful" campaign to stop France using political union as a pretext to

Draft Treaty on Political Union

Foreign policy. "The policy of the Union aims at covering all areas of foreign and security policy... including, eventually, the framework of a defence policy."

The European Council (EC summit) would decide by consensus what areas of foreign-security policy should be conducted in common by the 12. A declaration attached to the draft treaty suggests these areas should include arms co-operation and export control, negotiations in the Conference on Security and Co-operation in Europe, participation in United Nations peace-keeping, relations with the Soviet Union and the US.

Once an area of foreign policy was deemed "common" by an EC summit, its implementation could be decided by weighted majority among the 12. Britain, and some others, object, arguing foreign policy is too sensitive and volatile to be so decided.

Defence. The Union's decisions on defence "can be decided wholly or partially carried out through the Western European Union", to which

nine of the 12 EC states belong. This arrangement could be reviewed in 1995, as part of a general revision of the treaty to be signed this year. Britain wants to define a possible EC defence policy to make it clearly complementary with, not competitive to, Nato.

European citizenship. A Spanish idea, this would give EC citizens the right to vote in each other's local and European, but not national, elections. It would give EC citizens abroad the right to diplomatic and consular protection from embassies of any of the 12 outside the Community. This would have to be negotiated with third countries. The 12 sought to provide such cover to each other's citizens in Iraq-occupied Kuwait last year.

European Parliament. The draft treaty would give it a right of "co-decision" with the Council of Ministers on important social security legislation, which could not pass without approval by a majority of the 518 MEPs. At present, they can pass

amendments, which are only effective with Commission backing. A complex conciliation procedure would resolve differences between Parliament and the Council. Initiation of legislation would still be left to the Commission.

Commission. The number of full commissioners would shrink from 17 to 12, one from each country, with the possibility of the five larger EC states each nominating a junior commissioner. The Parliament would have the right to approve, first, the Commission president and, then, the rest of the EC executive when it takes office every four years.

Decision-making. Majority voting in the Council would be extended to environmental, research and development, infrastructure, and third world aid policies. Parliamentary co-decision would operate in these areas, but not in social policy. In the latter area, however, all legislation, except that touching social security and third-country nationals within the EC, would be voted by majority in the Council.

Out of touch

■ One German worker has just done something in his workshop that the Cold War failed to achieve in 45 years: cutting off Berlin's communication links with the west, and pretty well everywhere else in the world to boot.

A mechanical-digger operator with a private building company, he ripped apart a concrete-shielded glass-fibre cable belonging to the Telekom division of the Bundespost. The cable carried only a third of the designated German capital's external lines, but the remainder soon became so overloaded that communications with the outside world virtually ceased for over 16 hours.

While Telekom's workmen succeeded in restoring the severed links early yesterday, its handling of the difficulties has prompted comments that the sooner it is privatised, the better.

Calls to its operators in Berlin elicited only a curt reply that there was a technical problem which was being worked on. Even 16 hours after the mishap, Telekom was still refusing to apologise or admit any responsibility.

Instead, it brought proceedings against the building company which it claimed had neglected to get the city's permission before digging near the cable.

Hardly a propitious start for the aspirant capital of Europe.

The reckoning

■ There's no point in trying to play down the incompetence at the TSB and its once proud merchant bank, Hill Samuel. The old management was perhaps out of its depth and the merchant bank given too much independence. But surely the TSB's board - laden with City heavyweights - ought to shoulder some blame?

OBSERVER

Sir Nicholas Goodison and Don McCrickard may not be bankers, but there are plenty of supposedly conservative merchant bankers on the TSB's board to lend advice.

Sir Ian Fraser and Sir Robert Clark, the two ex-deputy chairmen, made their names at Lazard's and Hill Samuel respectively. Sir Richard Lloyd, ex-Williams and Glyn's, and Nigel Robson, ex-Arbutnot Latham and Grindlays Bank, have been through much tougher times than the present in their long City careers.

It is all very well sacking the old management and bringing in fresh faces, but the non-executive tranche of the TSB board looks badly in need of some refurbishment. Perhaps the addition of a few tidy-dy-dy building society types might not go amiss.

Dad unburied

■ Security men at Israel's Ben Gurion airport were rattled when a 32-year-old Indian turned out to be carrying his father's bones in his suitcase. But the lone traveller swiftly laid their suspicions to rest.

"I have no fixed place of residence," he explained. "I take the bones wherever I go until the day I decide where to settle down. There I will bury him."

Signal

The abrupt departure of Edward Hennessy, aggressive chief executive of US conglomerate Allied-Signal, is yet another sign that US boards of directors and investing institutions are increasingly restive about companies which fail to deliver on promises.

While the 63-year-old Hennessy tripled the company's size during his 11-year tenure - sales have topped \$12bn and staff exceeded the 100,000 mark - his second five



"Is that nitro-glycerine you have in your towel, or are you just pleased to see me?"

years did not live up to his first five. Earnings have been in the doldrums since Allied's disastrous merger with Signal in 1986 and profits have grown at an annual rate of just 2.2 per cent since then.

Now Allied is importing the mysterious Lawrence Rossini from General Electric. He seems to be promising all the things Hennessy was supposed to deliver such as higher margins and improved quality. Hennessy's career took off after he fell out with Harry Gray of United Technologies. The 56-year-old Rossini has spent nearly a decade as a sidekick to General Electric's mercurial chief executive, Jack Welch. Given the similarities in age, he was unlikely to get a shot at the top job at GE.

establish monetary union, he may care to know that just over the Belgian border lives someone who takes an even longer view.

Max Kohnstamm, a Dutchman now in his late 70s, was secretary to EC founding father Jean Monnet. He recalls that while he was taking a summer break in 1957, Monnet sent him an urgent message. "Return immediately," it said, "I'm planning to introduce monetary union."

Bob - a job

■ How surprising that it has taken Cookson, the old Leed Industries, such a time to find a new chairman. Bob Malpas, who stepped into the frame yesterday, seems an obvious choice. He has been on the market since his unexpected departure from Powergen last November.

While he calls himself an industrialist, he's really an old chemicals man at heart, having done 30 years with ICI before moving over to BP. His links with Cookson go back a long way. One of his earlier ICI bosses was Colin Bell who went on to chair Thorcon - the once fabulously profitable joint venture with ICI which threatened to bankrupt Cookson and had to be sold.

Malpas tells me his new role will be as a part-time rather than a non-executive chairman, which raises the question of whether he also intends to be an unofficial part-time chief executive.

He is younger than other ex-ICI stalwarts such as Lords Denckhoff and Haskins and Sir John Harvey-Jones. He has also yet to make the same sort of mark outside ICI.

Tangled root

■ Extract from examination answer by London University student: *Japan's outstanding economic growth comes from its philosophy in life - the confusionism.* Well, it beats majorism.

R.M. RAND MINES LIMITED
(Incorporated in the Republic of South Africa)
Registration No. 01/00565/06

PAYMENT OF COUPON NO. 106

With reference to the Company's interim report and dividend notice advertised in the press on 20th May 1991, the following information is published for the guidance of holders of shares warrants to bearer. The dividend was declared in South African currency and in accordance with the conditions of payment of this dividend, payment from the offices of the Secretaries of the Company in the United Kingdom will be made in United Kingdom currency at the telegraphic transfer rate of exchange between Johannesburg and London which ruled on 24th June 1991.

Payment will be made against coupon no. 106, on or after 2nd July 1991 in U.K. currency at Barclays Bank PLC, Stock Exchange Services Department, Ground Floor, 168 Fenchurch Street, London EC3P 3HP, or in French currency at Credit Lyonnais, 19 Boulevard des Capucines, 75002 Paris.

Coupons must be left for at least four days for examination and may be presented any weekday (Saturdays excepted) between the hours of 10.00 a.m. and 3.00 p.m.

Republic of South Africa non-resident shareholders' tax will be deducted at the rate of 15 per cent. United Kingdom income tax will also be deducted from coupons presented for payment at the Stock Exchange Services Department of Barclays Bank PLC, unless coupons are accompanied by inland Revenue non-residence declaration forms. Where such deductions are made the net amount of the dividend is as follows:

	South African currency	U.K. currency equivalent
Amount of dividend declared	100.00	21.24289
Less: South African non-resident shareholders' tax at 15%	15.00	3.18640
	85.00	18.05649
Less: U.K. Income Tax at 10%		1.80565
		16.25084

SECRETARIES OF THE COMPANY IN THE UNITED KINGDOM
Vidut Corporate Services Limited, 40 Holborn Viaduct, London EC1P 1AJ
27th June 1991

NOTE: The Company has been asked by the Commissioners of Inland Revenue to state:
Under the double taxation agreement between the United Kingdom and the Republic of South Africa, the South African non-resident shareholders' tax applicable to the dividend is deductible as a credit against the United Kingdom tax payable in respect of the dividend. The deduction of tax at the reduced rate of 10% instead of at the basic rate of 25% represents an allowance of credit at the rate of 15%.

The Algerian army, responsible for public order in the capital since President Chadli Bendjedid declared martial law on June 5, has effectively challenged the country's powerful Muslim fundamentalist movement to a trial of strength today. It has given orders that Friday prayers are to be held only inside mosques, and not on the streets, following demonstrations which left eight dead and brought tanks onto the streets earlier this week.

Mr Chadli is determined to reassert the state's authority, over a period when the fundamentalists seemed able to get away with almost anything, up to and including murder. Yet to assume that by postponing parliamentary elections (which had been scheduled for yesterday) he has abandoned his experiment with democracy would appear to be wrong, to judge by interviews which he and his new prime minister, Mr Sid Ahmed Ghazali, gave to the FT last week.

The experiment began in 1986, when the crisis of Mr Chadli's presidency. He embarked on a programme aimed at turning Algeria — a country regarded since it won independence from France 29 years ago as one of the toughest, most tightly-controlled and suspicious of everything western in the Arab world — into a multiparty democracy with a free market economy.

No one should doubt the difficulty of the task Mr Chadli has set himself. But both he and Mr Ghazali made it clear that they firmly intend to go ahead with elections in the autumn, and that they believe delaying the polls will make it possible to hold them under freer and fairer conditions.

Much of the agitation which led to martial law being declared was focused on the demand for presidential elections as well as parliamentary ones. Mr Chadli (whose current mandate runs till 1993) has now promised to hold presidential elections after the parliamentary ones — a promise the Islamic opposition claims to have extracted from him in return for calling off its general strike. But he insists there was no bargaining or negotiation. It was always his intention, he says, to hold presidential elections after the parliamentary ones, and he told party leaders this at the end of last year.

Mr Ghazali, for his part, makes it clear there is no question of banning the main Islamic party, the Front Islamique du Salut (FIS), which scored a sweeping victory in local elections a year ago. "You can't have exceptions to

A testing time for democratic ideals

Algeria's President Chadli Bendjedid and his prime minister, Sid Ahmed Ghazali, speak to Edward Mortimer and Francis Ghiles



Protesters in Algiers and, left and right, President Bendjedid and Prime Minister Ghazali

democracy," he explains. "You either have 100 per cent democracy or zero per cent." The FIS, one of whose main grievances is the flagrant gerrymandering of constituency boundaries by the previous government, will be invited, along with other parties, to join a liaison committee in which Mr Ghazali hopes to reach a consensus on whether, and how, the electoral law needs revising. His strategy of isolating the extremists may have borne its first fruits this week, when a moderate wing of the FIS made public its objections to the constitutional tactics of the party leader, Sheikh Abassi Madani.

The president and prime minister are strikingly different in background and manner. Mr Chadli, in his halting French, comes across as the simple soldier, proud of his record in Algeria's 7½-year war of independence and now struggling to set his country on the right road. Mr Ghazali spent much of the independence war as a student in Paris, where he gained a diploma from France's top engineering institute, the Ecole des Ponts et Chaussées.

What the two men have in common is a reputation for honesty, an ability to put things across to ordinary people, and — it seems — a commitment to the idea of democracy. Originally chosen as a compromise candidate for president, during the bitter power struggle that followed the

death of Houari Boumedienne in 1978, Mr Chadli initially enjoyed only a narrow margin of manoeuvre. But he soon began dismantling the most oppressive aspects of Boumedienne's military socialist state.

One reform by which he sets great store is the recent granting of independence to the central bank. Its governor, Mr Abderrahmane Hadj Nacer, was not affected by this month's crisis and change of government, and was thus able to soothe the nerves of foreign creditors to whom more than half Algeria's hard currency income is pledged.

Mr Ghazali too is fully committed to the free market reforms, but determined to correct what he sees as 10 years of "disinvestment" in key Algerian industries. He looks to Europe for "positive interdependence" in the form of debt relief and economic aid, at a time when some Europeans talk of a "duty to interfere" in Third World countries to uphold human rights. After all, he says, "the success of democratisation depends on economic success". And he gives himself an 80-90 per cent chance of success if "economic and financial accidents" can be avoided.

He admits that his government, like its predecessors, has no democratic legitimacy and is liable to be seen by the public as a continuation of the old one-party state. This means, he says, that it lacks the authority to enforce the full rigour of the law against Islamic militants. He is convinced that the FIS

cannot win a majority in free elections, but insists that to suggest it will not be allowed to do so would vitiate the democratic process. And he is determined to keep repression to a minimum, knowing that excessive use of force can drive uncommitted young people on to the FIS's side.

Mr Ghazali has already intervened to prevent FIS militants being automatically arrested when legal charges are brought against them, and to persuade employers to take back workers who went on strike at the FIS's bidding. To try to ensure that those arrested are not tortured, as often happened in the past, he has appointed an independent lawyer as human rights minister — the first in Algeria's history; and his interior minister is a veteran career diplomat, unconnected with the police or armed forces.

"Martial law means the police in the hands of the army," he says, "not the army replacing the police. The Algerian army is not used to police methods, and we must be careful not to get it used to them." But the defence minister, General Khaled Nazer, is a hold-over from previous governments and answers directly to the president. Many people will wonder, especially after this week's use of force, how much control Mr Ghazali really has over this aspect of policy.

Yet both president and prime minister seem determined to prove that Algeria can be a democracy, in a sense which has so far eluded the rest of the Arab world and indeed most of the Third World. Mr Ghazali, who was foreign minister in the previous government and believes that pan-Arabism at the popular level is still a real force (witness the outpouring of Algerian solidarity with Iraq), none the less asserts boldly that "the Arab world will exist in reality only when all the Arab countries have democratic regimes".

And Mr Chadli believes the assumption, widespread inside and outside Algeria, that only a change of president would make any real difference, is rooted in a stereotype of Third World politics as essentially one-man rule. It is a stereotype he wants to break. "We didn't want to take that route," he says. "We wanted a real democracy, not a sham one. And what we wanted, so as to have a real democracy, is an independent parliament and a government designated by the majority, which will be responsible to that parliament."

Can that really be done, in a country with Algeria's problems and traditions? The next four months will tell.

Joe Rogaly

A song for Europe



The British government must often seem inscrutable to its partners in the European Community. The prime minister will attend this weekend's summit in Luxembourg as (a) a true European, (b) a close ally of the United States, and (c) thelynch-pin of the Commonwealth. The Commonwealth? Nobody has mentioned it for ages, not since the previous prime minister beat it to a pulp, using Mr John Major as a weapon. But now apartheid has gone, or so we imagine, and the previous prime minister has also gone, or so we like to imagine. The natural presumption is that the Commonwealth has also vanished.

Apparently not. Mr Major resurrected it in his speech at the Conservative women's conference yesterday. Does this mean that he has a grand vision of Britain as the centre of three concentric circles of influence? It seems more likely that he has a wholly admirable sense of the value of the Commonwealth dating back to his experiences in Nigeria. Anyway, the ladies in his audience, the smartly-dressed gofers of the Tory party, had to be impressed. Talking of Britain's place at the heart of "civilised but underdeveloped" nations, Mr Major seemed like one way to wow them. Actually, it left them stone cold.

Our EC partners may be puzzled. For 40 years they have, with reason, wondered whether Britain regards itself as European, a US ally, or the leader of the Commonwealth. Mr Major seemed to want parity for all three roles, plus Nato. EC partners, worry not. In British political life Europe increasingly comes first — at least in peacetime. (In time of war it is the US to which all must turn.) The prime minister does understand this. Britain must put itself at the very heart of the Community, he said again yesterday. It is not fight for the future of Europe that it wants to see. "That will not be a federal

superstate, but it will be a Europe of ever closer union between governments and peoples."

I suspect that they sweated over that formulation at Downing Street. Note the subtlety of "between governments", a familiar pair of words that in one swoop should dispose of the deeper ambitions of the European Commission, the proponents of a powerful European Parliament, and much of the talk about an extension of majority voting in the European Council. Yet Mr Major's words could not leave anyone in any doubt that he means to do a deal. If, as I do, you see most of the EC paraphernalia as continuing to rely on relationships "between governments" you will share my faith in the chances of such a deal being struck, even if there are

Mr Major's words could leave no one in any doubt he means to do a deal

ments in the final package that are uncongenial to the English soul.

The assembled Conservative women would not have stood for any direct suggestion that Mrs Thatcher is fantasising when she warns against "the greatest abdication of national and parliamentary sovereignty in our history" (their admiration for Dame Edna is undimmed); their faith in Stan Laurel has yet to be established. They would not have understood Mr Major's private frustration at his predecessor's implied rejection of a move to the narrow band of the exchange rate mechanism. After all, he protests, she herself signed up for that when she entered the monetary union. Had someone asked him the right question in the Commons yesterday the prime minister would have made his feelings plain. But at the women's conference he went about as far as he dared to go.

As to the domestic bulk of Mr Major's speech, I hesitate to essay an explanation that might seem rational in France or Germany. Rejecting, with due modesty, the notion that there is something called

"Majorism", the prime minister set out to define "conservatism". I would call it that intransigent muddle that allows a cabinetful of grey-suited men to address a women's conference and sees no oddity in the fact. The very idea of a special conference for female members of the party is an anachronism.

Unfazed, Mr Major spoke out in his plain, straightforward way for less government, strong defence, the individual, the consumer, and a classless society. "I mean one in which opportunity is not confined to the fortunate few, but wide open to all." This sums out to mean parity between academic and vocational qualifications, which is standard on the Continent, and the issuance of training vouchers, which are not. It also means new laws on access — presumably to bring the classless back into the classroom. Add the "right to own" homes, savings, pensions, and shares. Do not forget the wholly Majorist "citizens' charter", designed to make officials the public services behave themselves. With the exception of the last item what you have is, in essence, gift-wrapped Thatcherism.

The rationality of confining the government to this in a pre-election year escapes me. A fog of persistent ideology is leading the government into a dead end. Take the proposed EC Social Charter. Limits on working hours, protection for pregnant women at work and the like may be none of Brussels' business, but they are matters for legitimate domestic concern. There is going to be a huge row about this. Only Labour can benefit from the fall-out.

Post-Thatcherites still shy away from a tradition that stretches from Shaftesbury through Disraeli to Macmillan. Much of their practice is within that tradition: note Mr Major's uprating of child benefit. Spending on the welfare state increased throughout the 1980s, although Mrs Thatcher's rhetoric belied this. She has gone. There could be many votes in an open return to mainstream conservatism. But her inscrutable successors have yet to reap the huge electoral harvest that could spring from her departure.

LETTERS

Why the NRA's chief executive departed

From Lord Crickhowell.

Sir, Your leading article on Wednesday ("Silent watchdog") suggests that Mr John Bowman may have fallen out with his chairman over the pace of the clean-up of rivers or that there has been a confrontation with the Inspectorate of Pollution which has irritated ministers.

There is no truth in either of these assertions. Ministers have been very supportive of the National Rivers Authority's robust approach and have made no attempt to persuade it to relax its prosecution policy and were not involved in the events that led to Mr Bowman's departure as NRA chief executive. Mr Bowman, his board and chairman were in

complete agreement about the NRA's policy approach.

However, our effectiveness as an enforcement agency means that not only do we have to have the right policies but we have to administer them effectively. Unfortunately there have been difficulties about the internal management of this large and complex organisation, and it is wholly because of these that Mr Bowman has had to go.

Anyone who acts on the assumption that the NRA's approach is likely to be less tough in the future would be making a profound mistake. Crickhowell, National Rivers Authority, 30-34 Albert Embankment, London SE1

A common effort in European integrated circuit industry

From Mr M Grünwald.

Sir, It was good that in his article on the situation and perspectives of the integrated circuit industry in Europe ("Up or out for the chip-makers", June 19) Guy de Jonquieres followed his analysis of the industry's weaknesses with "recommendations" based on the idea of vertical integration.

It is just such an idea on which Jessi (Joint European Submicron Silicon) is based.

Close links between semiconductor equipment and integrated circuit manufacturers have, therefore, to be established. Jessi is doing this by joint developments in the projects of its equipment and material sub-programme.

The same applies to applications: system companies and

houses have to establish closer links to their IC manufacturers. This is done within Jessi by co-operative projects on chip-sets for high-volume markets (consumer, telecommunications, automotive).

These new developments are of urgent necessity and have started now within Jessi, putting all major European micro-electronics companies and research sites together. We hope that this common effort will gain sufficient support also from public authorities and public opinion to reach the ambitious goals.

M Grünwald, Jessi office programme controller, Elektrastrasse 6a, Postfach 81 04 04, D-5000 Leinchen 81, Germany

The 'monumental error' in plans to harmonise British Rail links with continental systems

From Mr Nigel Sayer.

Sir, In the article on international rail freight ("Patchwork could become a network", June 24) the joint authors list a number of things that they say will need to be "harmonised" before trans-frontier freight will run in large numbers. They have exaggerated the problem. It is unfortunate that there are different systems of train protection; but it is possible to equip locomotives to cope with more than one system. In the same way trains can be equipped to take current from different kinds of electrical supply (as the Thameslink trains have to do).

Container widths are already standardised at 2.8 m: this is

the maximum permitted width for road vehicles throughout Europe. Thus all containers and "swap bodies" fit easily within the BR loading gauge, which is 2.9 m wide; and for this reason there would be no point in changing back platform edges to accommodate all continental freight wagons. In future, all general merchandise carried internationally by rail will be in containers.

Container height is another matter. Containers higher than 2.8 m cannot be carried on BR on any wagon that is permitted to operate on the French rail system. The height above rail under bridges and in tunnels cannot easily be increased. It will never be increased in

France, Italy and Britain to match the standard that has always been applied in the Low Countries, Germany and all of eastern Europe (the UIC-G gauge).

However, the French are spending £100m between now and 2000 on increasing their height clearances to their B+ standard.

British Rail is planning to do nothing of the kind, and has claimed (eg, in evidence to a House of Lords committee) that Britain's loading gauge, lower even than the old French one, is not a problem for international freight because it will be carried on wagons with tiny wheels (520 mm in diameter). But the French have said "non" to such wagons; they will not allow them to go beyond Lille.

It is because of the low clearances on existing BR lines that many of us think BR has made a monumental error in planning the new link to the Channel Tunnel as a passenger-only line. Mr Rifkind should tell them to think again.

Nigel Sayer, transport planning consultant, 65 Edmond Road, London W4

Competing by wise use of resources

From Mr John D Judd.

Sir, As a European (my British event) engine manufacturer we feel that we must question some of the assertions made in John Griffiths' article, "Punctured pride puts Porsche in pits" (June 25).

Success in Formula One is like success in any venture — it involves spending money wisely and making maximum use of available resources, even when these are limited.

On a fraction of the Porsche or Honda budgets Engine Developments has, with British-made, state-of-the-art Judd V10 engines, helped Scuderia Italia out of pre-qualifying in Grands Prix — and even got them on to the winners' podium. Equally the Judd V8 has helped the under-funded Lotus Team to achieve successes already this season.

British engineering is alive and well and it is totally wrong to make sweeping generalisations suggesting that European engineers cannot compete on the world stage, even with a budget which represents "a fraction of what Honda spends".

We can and we do. John D Judd, Engine Developments, Leigh Road, Swift Valley, Rugby, Warwickshire

Banking on an answer... or not

From Mr F J Goldsmith.

Sir, Is there any difference between the big banks to explain their relative performance? I wrote recently as a shareholder to the chairman of Barclays regarding the service I had received and had a personal reply from Sir John Quinlan.

My wife is a shareholder in Midland and wrote to Sir Peter Walters to complain about poor service from FirstDirect and got a very distant and uninterested reply from the customer relations manager ("I

wrote to acknowledge receipt of your letter which has been handed to me by Sir Peter Walters". No expression of regret, no personal undertaking to investigate ("...you will be receiving a considered reply in due course").

The message seems clear. Barclays has learned the lesson of customer relations; Midland hasn't yet got to first base.

F J Goldsmith, Oak Bank, Oak Bank Drive, Leighton Buzzard

Fax service
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FINANCIAL TIMES

Friday June 28 1991

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Poland outlines privatisation scheme

By Christopher Robinski in Warsaw

THE POLISH government yesterday unveiled its scheme for privatising 400 state-owned factories. These represent 25 per cent of the country's industrial sales and 12 per cent of total employment.

The scheme is believed to be the world's most ambitious to date and marks a crucial element of Poland's drive to privatise 50 per cent of the economy within three years.

So far only a handful of state-sector companies have been sold through public share offers. A few more have been sold to western companies, and

several hundred small factories have been leased or disposed of through management and employee buy-outs.

The current plan has been prepared by the privatisation ministry working with S.G. Warburg, the merchant bank. It foresees the transfer of 60 per cent of the equity in the 400 companies to between five and 20 investment groups, called National Wealth Management Funds (NWMF).

These closed-end funds will have Polish chairmen and some board members but day-to-day management will be

carried out by western banks and fund management firms. The NWMFs will, however, be owned by all Poles over 18.

In effect, this means that by early next year key decisions for 400 Polish enterprises will have passed into the hands of experienced managers from abroad.

The state, however, will retain a 30 per cent share in each factory, with the employees being given 10 per cent of the equity in their plant.

Poland's 27m or so adults will be given a participation certificate in each NWMF and

trading in these will start in the spring or summer of 1993 after the 400 companies' first-year results have been published.

Key issues which have yet to be resolved are how the 400 companies are to be initially allocated to the respective funds, and the exact methods of remuneration for the western merchant banks.

The merchant banks and funds which decide to run the NWMFs will operate on management contracts with "performance-related remuneration contracts" among others,

according to the ministry.

The project envisages that the NWMFs will be allowed to sell shares in their companies to local and foreign investors, as well as issue new shares, raise new loans and enter into joint venture and management contracts.

The NWMFs will be looking to international financial institutions like the World Bank, the IFC and the European Bank for Reconstruction and Development as well as Polish banks and agencies for finance to restructure their companies.



Shareholders leave a meeting yesterday at which Nomura president Tabuchi apologised for the week's scandal

Shoddy treatment at the annual shareholder farce

Continued from Page 1

vague answer to a pointed question about loans to gangsters, they chorused a few Japanese equivalents of "hear, hear" and produced a rousing round of applause to drown the moans of investors.

Afterwards an elderly shareholder said: "I came here

angry and I am leaving angry". The Finance Ministry was also angered by Mr Tabuchi's explanation of the company's compensation of select corporate clients - an official said the executive's interpretation of events was "totally unacceptable".

Another Nomura shareholder suggested that if "the

company has money to give to gangsters, it should pay us higher dividends". A group of US institutional investors complained about the relatively meagre dividends paid by companies such as Matsushita Electric Industrial and Sumitomo Bank.

There were more complaints than usual at yesterday's gathering, with the Nomura meeting lasting 90 minutes, three times the length of last year's. Yet most boards simply went through the motions. Nikko Securities, also staid by scandal, finished after 34 minutes without one question from the floor, and quickest of all was Nissin Paper's 10-minute get-together.

West Germany's year-on-year inflation rate now stands at 3.5 per cent. However, yesterday's meeting decided to keep the Bundesbank's discount and Lombard rates unchanged.

Mr Pöhl, making one of his last public appearances before leaving the central bank at the end of next month, was very subdued about economic prospects for east Germany.

He warned that high wage increases - up by around 60 per cent during the past year - were endangering chances of attracting industrial investment.

Yesterday's news conference was called to mark the anniversary of the introduction of the D-Mark into east Germany on July 1 1990.

Recovery there "is taking more time than most of us expected," Mr Pöhl said laconically.

Since the first half of last year, manufacturing output in east Germany has fallen by about two-thirds, he said. But the rate of decline has slowed in March called a "disaster".

He said there were some signs of the economy stabilising, although he added: "We must not set our expectations too high."

Mr Pöhl said that turbulence in Germany and the move to a wider Europe would not necessarily hold up or prevent European monetary union.

However, he warned that not all European Community members could countenance moving to a single currency at the same time.

Mr Johann Wilhelm Gaddum, the Bundesbank board member responsible for banks, said the central bank was reviewing its money supply target for the second half of the year, after aiming now to keep growth in the lower half of the projected 4-6 per cent band for 1991.

Pöhl says transfers to east may increase inflation

By David Marsh and Quentin Peel in Berlin

LARGE FLOWS of subsidies from west to east Germany could spark inflation because the transfer of funds is not being matched by extra production east of the Elbe, Mr Karl Otto Pöhl, the Bundesbank president, warned yesterday.

At a news conference following a meeting of the central bank's policymaking council in Berlin, Mr Pöhl said that public sector transfers to east Germany of DM150bn (\$84.2bn) this year "cannot be increased further".

His comments came as fresh inflation figures, showing a 0.5 per cent jump in the cost of living index in west Germany in the month to June, sparked worries on capital markets about a further interest rate rise.

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THE LEX COLUMN

An uphill struggle for the TSB

On the evidence, TSB deserves to be taken over when its protective structure lapses in September. Adjusted for inflation, shareholders' funds are lower than when the bank was floated in 1986. The problem for shareholders is the lack of predators waiting to rescue them. Standard Chartered needs a UK retail base, but its own record inspires little confidence.

It is perhaps the chairman's misfortune that just before he arrived in his post two years ago, Hill Samuel was given more than twice as much capital to play with. The result was a virtual doubling in the corporate loan book which is now causing all the trouble. Hill Samuel's £500m of provisions is equivalent to 10 per cent of its entire portfolio. If Barclays had a similar record, it would need to put aside £50m. Its total UK provisions last year were a mere fifth of that.

Cautiously, TSB shares yield rather less than those of Barclays. TSB's efficient retail operation is profitable, but the benefits from the cost-cutting programme are diminishing. It is just plausible that TSB would recover more quickly than Barclays in the event of a swift end to recession. Since TSB shares have underperformed Barclays by 30 per cent since flotation, investors might prefer not to take the chance.

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FT-SE index: 2,452.5 (+15.2)

Share price relative to the FT-SE All-Share index

250

200

150

100

50

1980 82 84 86 88 90

cement producers. The situation is not much better on the continent, where Lafarge is proving an increasingly aggressive player in Germany.

If, as seems likely, the jostling for market share is far from over, one wonders how far prices will automatically follow rising demand. In the long run, BPB's undoubted operating efficiencies will win through, but it could be an uncomfortable and a not very rewarding wait. The question now is whether the company would not sit more comfortably within a larger group. One of the costs of the single European market, after all, is that a larger field is likely to require larger players.

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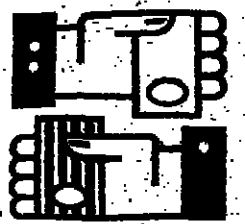
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CORPORATE FINANCE

Friday June 28 1991

SECTION III



The billion-dollar take-over bids and the junk bonds of the 1980s are fast becoming a distant

memory. In the harsher 1990s, merger and acquisition activity is likelier to be seen in Europe than in the mature markets of the UK and North America, writes David Waller

It all looks so different

THE TASSLED loafers have been put away; the red braces have been hung up for good, and the fancy fittings removed from the bespoke suits. But it is not just the glamour that has gone out of the international mergers and acquisitions business - an era has passed away.

In the mind of many investment bankers, the 1980s and 1990s represent two alien psychological states. The 1980s, quasi-mythical days of billion-dollar mega-bids and junk bonds, are tantalising in their closeness to the present day, but wholly alien to the bleak realities of the 1990s.

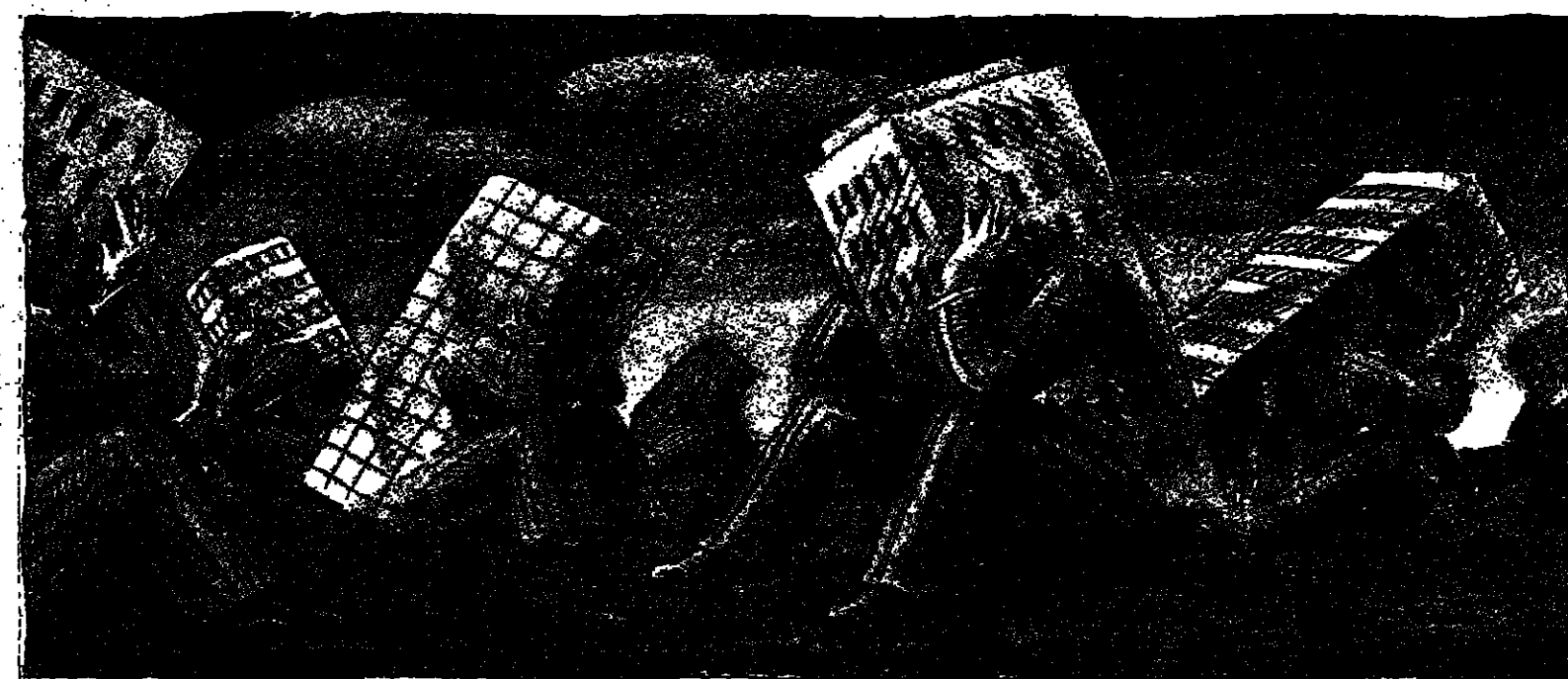
Arguably, the 1990s began in 1989, when huge transactions such as KKR's \$25bn bid for RJR Nabisco and Sir James Goldsmith's (failed) \$13.5bn bid for BAT Industries obscured the first signs of a cyclical downturn in international mergers and acquisitions.

By the summer of last year, it was unequivocally clear that the new era had begun in earnest. With Saddam Hussein's invasion of Kuwait business confidence plunged and despite the satisfactory outcome to the conflict - from the Allied forces' perspective, that is - it

has not subsequently revived. In the whole of 1991, figures from Extel show that there were 1,491 deals in the UK worth \$27.5bn, compared with 1,522 deals worth \$48bn in the previous year. In the US, completed deals fell in value from \$267bn in 1989 to \$174.5bn. On both sides of the Atlantic, there was a steep falling-away of activity in the fourth quarter, with just \$30bn of deals completed in the US and \$3.9bn in the UK.

Business done during the first quarter of the current year improved on the fourth quarter of 1990, but was still sharply down on the same period last year. Statistics gathered by KPMG Peat Marwick, the international accountancy firm, show that in the first quarter of 1991 cross-border acquisitions fell to their lowest level in four years. The value of such transactions amounted to \$9.8bn, 67 per cent down on the \$29.6bn spent in the same period last year.

The exception to this picture of unmitigated gloom was continental Europe, where Extel calculates that 2,146 deals were done last year worth a total of \$41.15bn. The true figures were probably a lot higher as con-



ditional bankers are traditionally more reluctant than their Anglo-Saxon counterparts to disclose details of clients' transactions.

One factor behind the downturn in M&A activity in Anglo-Saxon and US markets is the impact of recession on managerial confidence. Managers are now more likely to be wrestling with business problems than planning an ego-boosting acquisitions spree.

Another is that the conditions for the financial optimism of the late 1980s do not exist in today's climate. Bankers are now reluctant to finance even conservatively structured transactions and the finance for highly-leveraged deals is not forthcoming. The credit bubble which fuelled many opportunistic transactions has burst.

"Both investors and managers are sceptical about their ability to diversify into and manage other types of business," reflects Mr Ali Wambold, London partner in residence for Lazard Frères, the New York banking house. "Managers have become humble and investors more grumpy."

What is left is industrial activity, where deals are done by considerations of scale, consolidation and vertical integration and not simply because the transaction makes sense in terms of short-term earnings per share enhancement. Thus, to name some recent, large transactions, Fujitsu takes a majority stake in ICL; Philip Morris buys Jacobs Suchard; Algemeine Bank Nederland merges with Amsterdam Rotterdam Bank; Schneider pays \$2.23bn for Square D; Guinness buys Cruz del Campo in Spain.

Investment bankers say that this kind of activity continues to be relatively strong, but the well-capitalised, cash-rich companies which are in a position to make substantial acquisitions feel no urgent need to do the deals. Conversely, this is not the best time to sell and those companies making disposals today are often forced sellers, obliged to raise cash to cut excessive borrowings.

Arguably, the frenzy of M&A activity which gripped the UK and US markets during the 1980s sprang from egomania and opportunism rather than industrial logic. This thought has no doubt occurred to UK merchant bankers as they contemplate the wreck of compa-

nies such as Coleroll and British & Commonwealth. These are but the most prominent examples of a whole genre of acquisitive companies which have come unstuck in the 1990s. Their fate does not provide a good advertisement for Anglo-Saxon financial advice.

Notwithstanding Hanson's stake-building in ICL, and the determination of BT's new management team to go on the acquisitions warpath once again, the M&A action of the 1990s is more likely to be found in Europe than the mature markets of the UK and North America.

"Industry by industry, the US and Europe are broadly the same size," observes John Thornton, the London-based head of Goldman Sachs's European mergers and acquisitions team. "But whereas there may be four companies in any given industry in the US, there are likely to be 300 in Europe. I don't have to be a rocket scientist or know all the nuances of the 1992 single-market programme to know that this will have to change."

Even if the forces of consolidation do not lead to a surge in M&A activity on the continent, market penetration is very low.

Whereas in the UK and the US almost all deals were done with the help of advisers, Thornton calculates that the figure for the continent is as low as 30 per cent.

Advisers have been prominent in the unusual tussle between Pirelli and Continental. Conti, as the German tyre-maker is known, is advised by Morgan Grenfell and the Italian would-be predator by Merrill Lynch. The squabble has brought a flavour of Anglo-Saxon M&A to the continent and undoubtedly there will be more such encounters if the squadrons of investment bankers making increasingly insistent marketing calls on the continent have their way.

At home, corporate financiers keep themselves busy with "bread and butter work". In the UK, only 16 deals exceeded \$20m in value during the first quarter. In the US, there have been a number of large transactions, including Matsushita Electric's \$7.95bn purchase of MCA Inc and Allianz AG Holdings's \$3.10bn purchase of Fireman's Fund Insurance. The largest deal was GTE Corp's \$10.25bn offer for Constel Corp.

Corporate financiers have helped their clients launch a crop of rights issues but the newest and possibly biggest source of work goes under the general heading of corporate restructuring. The 1980s were a period of promiscuity in banking relationships and many overlevered corporates have gone through months of nightmare as refinancing agreements have been forged. News International, which restructured \$7.5bn of debt earlier this year, had 146 banks to deal with. Brent Walker, the troubled leisure group, has a mere 47, but that was more than anyone in the City would have suspected and the negotiations have kept teams of merchant bankers busy for months. "It's like financing the Channel Tunnel," quipped one finance director.

To an extent, investment bankers are prospering from the unscrambling and unravelling of deals which, in earlier days, they helped put together. The irony is not lost on the investment banking community and there is much talk about the value of relationship banking, of long-term stable partnership between company and adviser. How very 1990s.

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BRITAIN: looking for clues in an insatiable market

AMERICA: change is in the air as the 1980s excesses are purged from the system

CASE STUDY: operational lessons of the News Corp. re-structuring

Page 2

JAPAN: corporations turn to deals which strengthen their core businesses

EUROPE 1992: the investment bankers have come, but find little to shout about

Page 3

RIGHTS ISSUES: why paper is back in vogue

GERMANY I: Pirelli's bid for Continental has given financiers food for thought

GERMANY II: privatisation of Communist enterprises is moving more slowly than expected

Page 4

THE BANKS: tougher credit terms overshadow corporate financing

SPAIN: the expertise of advisers from Britain and other countries is at a premium

Page 5

ACCOUNTANTS: the profession weighs up its sortie into the world of commercial banking

FRANCE: the big banks' commercial activities will be affected by the outcome of some important legal deliberations

PROFILES: HILL SAMUEL: the long road back to profitable corporate lending

Page 6

BLACKSTONE: a New York boutique with big ideas

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Page 7

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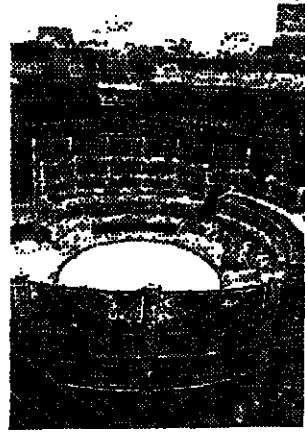
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CORPORATE FINANCE 2

Not even the ICI raid has roused the market, says David Waller

'It must recover one day'



BRITAIN

BARING BROTHERS is undoubtedly happy to top the *FT Mergers & Acquisitions* league table of UK merchant banking advisers for the first quarter of 1991, but it achieved this distinction by advising on a total of just three transactions worth £1.415m.

One of those transactions, Northern Telecom's acquisition of STC, was worth £1.34bn, completed early in January this year.

This is the nearest thing to the mega-deals of 1988-89 that the City of London has seen this year. The only other transactions of any significant size were: Next's £165m sale of

The bids and deals market began to decline in 1989 but deteriorated after the invasion of Kuwait

its Grattan mail-order business; the £880m sale of British Sugar by Belfer International; and the £330m agreed bid for Yale and Valor for Williams Holdings.

Government statistics show that industrial and commercial companies spent a mere £3.4bn on acquisitions in the first quarter. This was £1.8bn higher than the fourth quarter of 1990, but £9.5bn lower than the peak level recorded in the third quarter of 1989.

Deals worth more than £10m

fell from an average of 40 each quarter between 1986 and 1989 to just 16 in the first three months of this year.

"January and February were as quiet in terms of deals as one could ever remember," reflects Guy Dawson, head of corporate finance at Morgan Grenfell.

"To some extent this reflected uncertainties created by the Gulf War. But the mergers and acquisitions market has in truth been in decline since 1989 when companies first started to get edgy about economic prospects. The Boylelake bid for BAT Industries obscured the trend."

For the merchant banking community, Hanson's raid on ICI earlier this year holds out the fabulous prospect of the UK's biggest bid ever. It is very likely that no bid will ever emerge, but in the meantime the situation is creating plenty of work for a number of corporate finance departments.

However, argues Dawson, the true significance of the event for corporate financiers is that Hanson's move has failed to generate widespread excitement.

"This was the sort of mega-event that people had been talking about for years," he says. It happened, and the rest of the market was not ignited by it."

On a similar note, the market was far from ignited when Alan Jackson, newly appointed chief executive of BTR, let it be known that BTR would be returning to its aggressive, acquisitive behaviour of the early to mid-1980s.

So, in the absence of large deals between quoted companies, what are the UK's merchant bankers doing?

Most corporate financiers are constitutionally incapable of working less than 12 hours a day, and many have been keeping themselves busy doing "bread and butter" work - organising rights issues, giving general financial advice and putting together small transactions.

Lapsing into cricketing parlance, George Magan of Hambro Magan, says "we have taken a lot of quick singles, rather than hitting sixes over mid-wicket."

"Between January and April

FT M&A LEAGUE TABLE
Jan 1 - Dec 31 1990
Completed bids for UK quoted companies

Advisor (Final 1990 position)	Value of Bids £m	Number
1. Baring Bros (18)	2,635	9
2. Schroder Wagg (8)	2,331	13
3. Lazard Bros (2)	2,097	17
4. Samuel Montagu (14)	1,758	14
5. Barclays de Zoete Wadd (17)	1,758	15
6. Kleinwort Benson (10)	1,386	13
7. S. G. Warburg (11)	1,287	8
8. N. M. Rothschild (11)	1,019	7
9. Goldman Sachs (3)	915	3
10. Robert Fleming (19)	908	6
11. Hambros (5)	752	8
12. USS Phillips & Drew (-)	731	10
13. Hambro Magan (-)	728	9
14. Morgan Grenfell (9)	650	13
15. Hill Samuel (-)	439	6
16. MacArthur & Co (-)	299	1
17. Paribas (-)	255	2
18. Charterhouse (20)	205	4
19. Merrill Lynch (-)	192	2
20. Salomon Bros (-)	166	4

we had 15 transactions in the £25m-£50m range."

Another fertile source of work is the refinancing and restructuring of debts for highly-gearred corporates, a complex and time-consuming procedure which brings work for accountants and lawyers as well as bankers.

For some companies, such as Satchi & Satchi and Brent Walker, the process is a very public affair.

Corporate financiers say that there are dozens more quoted companies where the negotiations have never seen the light of day.

The UK recession has transferred merchant bankers' attention from the home market to overseas business

"As a house, a third of our time in the first half of the year has been spent on corporate restructuring, ie lending off banks in situations where companies are under pressure," says Richard Heley, head of corporate finance at Hill Samuel, who has spent approximately half his working hours this year advising Brent Walker.

The recession in the UK market has helped concentrate the minds of corporate financiers on overseas business.

This was often neglected in the years when there was a surfeit of activity on the domestic patch.

Now, squadrons of UK merchant bankers are brushing up their neglected language skills and going to the European mainland in search of transactions.

Some merchant bankers are going further afield - S.G. Warburg, for example, has in recent months won important privatisation assignments in Thailand, Mexico and Venezuela.

The M&A market in continental Europe is flush with opportunities for enterprising merchant bankers. (Whether British advisers are well-equipped to prosper in this market is considered in an article on the facing page.)

Closer to home, Derek Higgs at Warburg believes that the appointment of his firm as lead broker and financial advisor to the UK government's sale of its remaining 48.6 per cent stake in British Telecom is a vindication of the "integrated" approach pursued at Big Bang five years ago, when Warburg linked with Rowe & Pitman and Akroyd & Smithers to form an integrated securities house.

"There is a bias to doing business where we can add value through only being one unit," says Higgs.

"Privatisation, for example, is a form of restructuring. We

believe that a lot of our competitors are at a significant disadvantage because they cannot do the overall package. "The preparatory work - the complex work of getting an organisation ready for the private sector - is subsidised by the securities activities."

"Quite frankly, we are less likely to participate if we can't do the equity issue as well."

"More generally, the trend towards internationalisation of investment and cross-border equity sales and trading is irreversible."

He notes that over the past five years, Warburg has quadrupled the number of clients who use the firm as both broker and merchant banking advisor, and in November last year the financing division and the advisory were amalgamated.

But the majority of its clients still do not use Warburg as both banker and broker, and says Higgs, "where clients want it we can act separately as bank and broker with complete integrity."

Despite Higgs' assertion that an integrated securities house ought to prosper in the present stage of the cycle - when companies are more inclined to issue equity than buy it - it is noticeable that the two top advisers on UK domestic bids and deals done by UK companies overseas last year were Lazard and J. Henry Schroder Wagg, two banks which did not go on a buying spree back in 1986.

Meanwhile, merchant bankers are eagerly awaiting an upturn in deals between quoted companies, preferably large deals.

"The market is notoriously difficult to predict," observes David Challen at Schroders. "Business confidence is at a nadir at present and one must assume a recovery at some point. When business confidence comes back, people will start looking outside themselves again."

An economic upturn is eagerly awaited, but accurate forecasts are notoriously difficult to make

RADICAL CHANGE IS IN THE AIR

A window opens



AMERICA

question now facing the equity and debt markets is where the economy is headed over the next year.

There is a consensus that at best US corporations and individuals are still so weighed down with debt that any recovery will lack strong momentum. But some pessimists fear that there will be no sustained upturn - and that would spell trouble for both stocks and junk bonds. The market's strong rise this year has given a boost to Wall Street's securities houses, which collectively suffered heavy losses in 1990.

That, however, is unlikely to stop fresh rounds of redundancies on Wall Street, which still appears overstaffed, despite successive rounds of job cuts which have reduced its employees from around 260,000 before the 1987 stock market crash to around 210,000 now.

There have also been some considerable shifts of manpower between market niches as these have waned and waned. The sharp drop in takeover activity, for example, has reduced the need for specialists in this area, while the rise in the number of financially troubled companies has increased the need for advisers on corporate restructurings and the intricacies of the bankruptcy courts.

Takeover activity is not completely dead, but it tends to be carried out by strongly capitalised companies which can advance good strategic reasons for making bids. A prime

example of this was the recently successful bid by American Telephone & Telegraph for NCR, the fifth largest US computer manufacturer.

Leveraged buy-outs are even rarer these days than straightforward takeover bids, although a few are still being done by investment firms with strong reputations, such as Forstmann Little and Kohlberg Kravis Roberts.

KKR, which had been seeking to raise between \$1bn and \$2bn from investors for a new buy-out fund since last autumn, ended up with around \$1.5bn - a respectable rather than dazzling total. And any LBOs that are being done require a lot more equity, relative to debt, than the 1:10 proportions common in the 1980s.

The commercial banking industry, meanwhile, is starting to look rather healthier than last autumn, when it had loan portfolios looked as if it might trigger a serious wave of failures. Bank of New England, a large Boston-based bank with a particularly heavy exposure to the property market, did have to be seized by federal regulators, and many more smaller banks will be declared insolvent over the next few years. However, larger and better capitalised banks are now seeing a slowdown in the pace at which their bad loan portfolios are increasing. At the same time, the decline in US interest rates has allowed the banks to improve their margins.

In Congress, the Bush administration's efforts to push through a comprehensive reform of the banking system have got further than many expected when legislation was introduced early this year.

The Treasury has won support of the House of Representatives banking committee for important parts of its plan, such as recapitalisation of the rapidly dwindling insurance fund which covers bank deposits, nationwide branch banking, and permitting banks and securities houses to link. The final shape of the bill remains very uncertain, but it now looks as though Congress may enact the most radical restructuring of the industry since the 1930s.

Martin Dickson

A restructuring case study

The trail that Murdoch left

THE drawn-out restructuring completed earlier this year by Mr Rupert Murdoch's News Corporation carries lessons for many larger companies.

The restructuring of \$7.6bn and the provision of a new loan of \$600m was completed only after four months of tough negotiations which often seemed on the point of complete collapse.

Some of the lessons from this case, called "Australian spin" such as the one last year for Laura Ashley, the UK furnishings and fabrics group, are basic and long-standing; others

It was often the smallest lenders, with the least to lose, that gave News Corp its biggest headaches

relate to the special circumstances of the 1980s and the potential for breaching covenants on loan agreements.

Do not rely too much on short-term debt or on banks. Mr Murdoch was pushed to raise some long-term debt but he delayed the move, expecting interest rates to fall. Interest rates did fall, but in a recession when the company's state made it unappealing to bond investors. "As the markets improve," he said later, "we'll be looking to reducing our dependence on banks and taking in a degree of public debt."

Be careful about a proliferation of lending banks. News Corporation had 146, although with over \$7bn in debt that still gives an average exposure of about \$50m apiece. None the less, it was often the smallest lenders that gave the biggest problems. Given the requirement of unanimity to get the restructuring agreement, this was a problem. The lenders with the smallest exposure had the least to lose if the company failed. Do not forget either that there may be more lenders than you think. Many banks, particularly in the US, sell on their exposure to others - some of these so-called participants caused big headaches.

Japanese bank lenders also stewed the process, the News Corporation restructuring was probably slowed because the leading banks decided not to take a presentation to Tokyo, where 20 per cent of the lenders were based.

Complicated corporate structures and complex borrowing arrangements reduce the transparency of a company's position and therefore the ability to analyse quickly when something is going wrong. Many companies prefer that their financing arrangements are not completely understood by the outside world. News Corporation, which borrowed with the aim of minimising tax, had a plethora of facilities including what are called "Australian spin notes" and an Islamic letter of credit facility. But when problems arise, complexity has drawbacks.

Take what the banks' marketing people say with a pinch of salt. When the crunch comes, they are not the ones who make the decisions. "There are dangers," said one banker, "in believing what the marketing person is telling the treasurer."

Once a problem has been spotted (for example, the potential for breaching covenants on loan agreements), move early. A company's bargaining position is very weak if it delays negotiations with the banks until the breach has occurred or if it is looming. The clause which allows a bank to withdraw from commitments if there is a "material adverse change" could be enough to trigger an attempt at withdrawal if the problem is advanced.

Make sure there is somebody in charge. Laura Ashley and News Corporation and others suffered because of a significant period in which there was no finance director in charge. Both suffered from not keeping their eyes on the ball.

You usually get what you pay for. A bank's commitment to a company is based on the income it receives for it. So when the tightly priced "committed" financings of the mid to late 1980s onwards came under pressure, that commitment is often not so strong as it appears. Many of the committed bank facilities of the late 1980s have in practice proved little better than short-term financing.

Stephen Fidler



Rupert Murdoch: Interest rates moved the wrong way

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The easy spending is over, says Neil Weinberg

A rapid leap from youth to maturity

THE late 1980s were the adolescence of Japanese overseas expansion with corporations pending money around the globe like teenagers on payday, as early 1990s are shaping up as the era of tempered middle age.

With the cost of capital having soared and a legion of bad days to reflect upon (Bridgestone's takeover of Firestone prompts the most grizzles), Japanese corporations are increasingly intent on strengthening their core businesses rather than stress expansion for its own sake or diversification into unknown fields.

"We've come full circle in the past 10 years," says Joseph Sabatini, managing director and head of the financial advisory department at J.P. Morgan in Tokyo. "In the late 1970s many Japanese companies were capable but not cash rich."

Then in the latter half of the 1980s, overseas expansion was facilitated by easy access to capital. But in the current environment access to capital is again a constraining factor. Industrialists in Tokyo do not expect the factors weighing on the M&A market to disappear overnight or activity to regain its late-1980s buoyancy for at least a year or two.

Although the total number of Japanese buyouts in the US has fallen from 190 in the previous year, the value actually fell to \$11.6bn, from \$13.7bn, according to Long Term Credit Bank of Japan. The pattern in Europe was somewhat different, with the number of deals climbing modestly to 113 in 1990 from 103, while the value jumped to \$3.8bn from \$2.6bn.

The total value of deals is likely to fall further if, as many expect, it is not again

inflated by one or two mega-deals, such as the recent Sony and Matsushita buyouts of US movie studios and Fujitsu's takeover of International Computers Limited.

"People keep thinking about M&A although it's becoming difficult to get a consensus for big deals like there used to be," says Yusaku Yamamoto, general manager of LTCB's Mergers & Acquisitions Division. Overall, he expects the number of deals to remain steady over the next couple of years at around 200, while the average size and total value decline.

Industry officials are quick to point out that the underlying motives for Japanese overseas M&A have not changed, despite the recent slowdown. The important distinction, says Mr Sabatini, is between near-term financial constraints which are a "cyclical depressant" and the long-term "structural" trend toward globalisation.

"Japanese corporations which buy on synergy still have an appetite for companies that are strategically meaningful. They will get the money," adds Mr Yamamoto. Japan's foreign real estate



JAPAN

buyers, unlike corporate M&A clients, have been forced into full retreat by sourd deals at home and abroad, the high interest rates and last year's stock market crash. Their return is not expected soon.

The Japanese are trying to act in Europe as they do in the US

On the other hand, Western Europe is clearly a growth area for Japanese M&A, with legions of firms seeking to establish footholds in what will soon be the world's largest unified market.

Except for the UK, where Japanese businesses have established a formidable pres-

ence, politics is already playing a big role in determining the nature and scope of activity in what is still a relatively untapped and unfamiliar market.

Says Mr Yamamoto: "The point is the Japanese are trying to behave the same (in Europe) as they have in the US but it's not the same situation. Europe is relatively remote to Japan and there are not many sell candidates."

On the Continent, Germany is likely to emerge as the favourite target of Japanese buyers. But wherever they are active, Japanese firms will focus mostly on small to mid-sized local concerns. Such acquisitions are easier to carry off politically than large ones and in many cases make the most strategic sense for both sides: scores of Japanese firms are keen to set up local production and distribution channels, while many modest-sized local firms face extinction if they try to take on pan-European competitors single-handedly, says Peter Masson, manager of the Mergers & Acquisitions Department at Morgan Grenfell Japan.

"If the borders are opened and there's a free-for-all, a small 200-300m Deutsche mark (food) company will have a tough time," he says. "Some firms are looking for long-term leaders or partners who can guarantee a strong competitive situation once the borders are open."

Another feature of Japan's M&A activity in Europe will be a sharp focus in specific industries rather than a broadly based flood of investment,

FT M&A LEAGUE TABLE
Jan 1 - Mar 31 1991
International Bids
(Includes all cross-border and domestic bids where a foreign bank acted as financial advisor)

Advisor (final 1990 position)	Value of Bids \$m	Number
1. Goldman Sachs (1)	12,080	9
2. Lazard Group (-)	10,396	9
3. S. G. Warburg (9)	8,812	9
4. Schroder Wagg (3)	5,508	13
5. Lehman Bros Int'l (8)	3,751	5
6. Morgan Grenfell (12)	3,125	13
7. Baring Bros (10)	2,688	4
8. Morgan Stanley (2)	2,473	13
9. Chase Manhattan (-)	2,254	9
10. Merrill Lynch (4)	1,503	6
11. Bankers Trust (-)	1,350	1
12. First Boston (5)	987	7
13. J.P. Morgan (6)	627	8
14. Hambros (-)	314	2
15. Credit Lyonnais (-)	210	3

observers say. Chemicals, autos, auto parts and financial services are among the sectors already active. In contrast, retailing and other inherently local industries will probably see little Japanese investment.

"It's important to realise different industrial groups are very different," says Mr Sabatini. "Many people think of Japan as the industrial leader in technology if not in financial capacity, although some lead in neither and will have increasing difficulty in a globally competitive market place," he says.

Japan's long coddled pharmaceutical industry is often cited as one with plenty of ambition in Europe but little ammunition to take on the giants of Western Europe and the US.

"This is an area where the Japanese will be faced with really tough competition. If it ever gets to a bidding situation they're probably going to lose out," says Simon Davis of Morgan Grenfell's M&A department.

There is an attempt to use muscle instead of experience

However Japanese cross-border M&A shapes up in the 1990s, potential buyers will not be at a loss for advice. In the last few years, many leading Japanese banks and securities firms have set up M&A departments or forged alliances with foreign institutions and boutiques. "They're proliferating,"

it's like a fad," says Masson with a smile.

Predictably, Japanese financial institutions are seeking to make up in client relations and financial muscle what they lack in experience. Just how much added value they bring to the table depends on who you ask, but nobody doubts they will play a prominent role representing compatriot clients. "Foreign people have a certain know-how, but I don't know if they can arrange the financing," says LTCB's Mr Yamamoto.

Foreign M&A experts take issue with the local upstarts' credentials and overseas connections. "I've heard complaints from Japanese about flows of information (in Europe)," says Masson. "I don't think any of the Japanese banks are part of the system. What they add is a flow of Japanese buyers."

Mr Sabatini insists that the foreign advisers who will succeed in Tokyo in the 1990s will be those offering local clients the sort of seasoned partnership they value, as well as home-market insights.

"The M&A advisory community did not distinguish itself in the last 10 years, particularly in Japan," he says. "The advice they gave in certain instances was not well suited to Japanese corporate interests. The objective of the process was to close the deal."

"But I think for people with a long-term view as M&A advisers and not acting as brokers there will be a core of business in providing for Japanese corporate customers."

EUROPE 1992

Not much to shout about

EUROPE is awash with investment bankers hungry for business. Having spent in some cases years building teams of cross-border merger and acquisition specialists, investment banks have recently found little for their expensive staff to do.

The Gulf War and recession-inspired slow-down in corporate activity has left them floored. This is ironic in view of the closeness of the 1992 deadline touted as the trigger for so much corporate upheaval across the continent.

The response from the bankers: to gear up their marketing efforts by putting more people on the road to forge contacts and drum up deals. Not surprisingly, given the quietness on Wall Street in the depth of the US recession, American bankers have been most prominent touting for new business in Europe.

But they are not alone: "We also have more time to make now, and spend more time on the road," says Mr Philip Evans, head of merchant of banking for Paribas in London.

How bad is the squeeze on M&A specialists in Europe? Not as bad as on the securities traders with whom they often share premises, if the bankers are to be believed (though this may only be a reflection of the much sicker exterior of the average M&A expert, whose

Eastern Germany has yielded some work but most other areas are at a standstill

smooth confidence is never dented).

Certainly, the cost base of the corporate financiers is less flexible than their securities brethren: they work on higher fixed salaries with a smaller bonus-related element in their pay, and they rack up the same expensive air miles and hotel bills whether they are doing M&A work or just touting for it.

However, if the bankers are to be believed, they have at least managed to hold up their fees in the face of greater competition.

Beauty parades may be becoming a more common feature of the European scene, but there are still few recognised cross-border names in the M&A business, and that means companies are still prepared to pay well for the best (as they always will, the bankers add).

Even where beauty parades have caught on (such as Germany, where advisory work for the sale of former East German assets is usually put out to tender), fees are still said to be healthy.

How successful, meanwhile, is all the marketing? Experience to date has shown that success in continental Europe comes from patience. Investment bankers do not develop corporate relationships quickly in countries which are only just freeing their traditionally closed capital markets. It is no surprise that Goldman Sachs, the great success in the cross-border business in Europe of recent years, has spent more than a decade and a half putting down roots.

Rivals are therefore sceptical of what they claim are fly-by-night sorties by bankers desperate for work. They point to other banks (notably Shearson Lehman Hutton - now Lehman Brothers International) whose determination to stay the course has appeared to waver in recent years. Commitment to the business through the good years and the bad is essential in such a long-term industry.

Reports vary as to the depth of the slump. No-one disputes that the last year has been a tough one: deals in the pipeline last autumn were stalled as the show-down in the Gulf worsened, and were not reactivated this year as recession (particularly in the US and UK) dragged on.

There are now reports that the acquisition business is reviving. "The level of activity is very significantly higher than it was last year, or for most of this year," says Mr Robert Swannell, head of continental European operations at Schroders.

The typical six-month lag between getting a mandate and finalising a deal means that this new wave of activity won't be seen publicly until the end of the year, he adds.

Mr Piers von Simpson, a director of S.G. Warburg, points out that levels of activity have varied greatly.

There may have been work selling off former East German assets (Warburg itself has had a hand in the disposal of hotels and department stores), but some other areas of activity have come to a virtual standstill. Investment by British and French companies into the US, for instance. Meanwhile, the long-awaited wall of Japanese money, as Japanese companies turn their sights on European acquisitions, still fails to materialise.

Paribas' 15 M&A specialists in London, who last year spent 90 per cent of their time on deals between France and the UK, have seen this business dry up and now spend three quarters of their time on domestic M&A work in Britain, most of it in the property sector.

Most are relying on business picking up late this year, or early next.

Mr Stanislas Yassukovich, recently appointed head of the London operations of Craggott & Partners, a newly-formed investment house and corporate adviser, says that the recovery in the US economy will lead US corporations once again to look towards Europe.

Fears of "Fortress Europe", killed during the recession as managers turned their attentions to more pressing matters, will then return as companies look to secure their position on the continent, he adds.

Paradoxically, meanwhile, the cross-border business is becoming increasingly domestic in character. In countries with local M&A experts, foreign houses have already made substantial inroads (Spain, the Netherlands and Italy are the most mentioned examples).

Do international investment banks need to penetrate domestic markets to secure cross-border work? "Ultimately, yes," said Mr Swannell.

Commenting on an acquisition in Italy that Schroders handled for Credit Lyonnais, he added: "It would have been difficult to act for them if we didn't have credibility in Italy - clients must feel confident of your grasp of local technical, political and business issues."

It is here that the greatest room for development exists. Even the most successful houses (Goldman Sachs, Morgan Stanley, Warburg, Lazard Frères) have large gaps in their coverage of Europe. Most are in the process of seeding individual national teams in London (an Italian group here, a Dutch group there) and then trying to transplant them to the relevant country. But as yet, the transplant process has hardly begun.

Richard Waters



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CORPORATE FINANCE 4

ONE of the first ideas that comes to a finance director's mind when he sees his share price rising must be to have a rights issue. Rising stock markets have brought in their wake a series of cash calls on investors.

Since the world wide stock market crash of autumn 1987, low share prices have often deterred companies from using issues of their shares to raise cash. No company wants to price its paper low.

Instead many have used debt to finance their business - sometimes with disastrous results, as high interest rates have imposed heavy burdens on profits.

But this year has seen a resurgence in the use of rights issues. As share prices have risen, finance directors can see that issuing new shares can be more economical than borrowing from the bank.

Further, as companies look forward to a revival in economic activity, they are keen to get their balance sheets back into shape. Issuing equity allows them to repay debt, finance extra working capital or

even to make acquisitions at lower prices than have been seen in recent years.

This is not a one-sided process, though. There is demand from shareholders for new paper too. Investors who had been wary of committing funds to equities as recession struck many economies, found that their cash balances were building up. It can be difficult for them to put money into a fast rising market. But a rights issue allows them to invest, often at a discount to existing share prices.

The phenomenon has been most noticeable in the UK stock market. There was a relative dearth of rights issues in 1988, 1989 and 1990. After nearly £7bn was raised in 1987, totals dropped in the following years to £4.3bn in 1988, £3bn in 1989 and £4.1bn in 1990.

But despite the uncertainties created by the Gulf War, where hostilities broke out in January this year, the rights issues began to flow. The most notable was a £572m issue from Tesco, the supermarket group,

Rights issues are back in vogue, writes Maggie Urry

Paper flows again

which was launched in late January and met a good response despite the fact that fighting was taking place at the time. If anything that issue gave the stockmarket greater confidence. Once the war ended, there was a flood of issues.

The industry which has been most prominent in raising money is the building and construction sector. Here recession has hit activity hard, but the survivors are now seeing good opportunities to invest money. For instance, housebuilders think that there is cheaper land to be had now than there has been for years.

In the first half of the year alone, the total for 1990 had been exceeded, and analysts were fore-

casting that the year's total would be the highest on record. Even so there has been little sign that the weight of issues was hitting the stock market, which is close to its all-time high, although the high level of institutional cash balances at the start of the year had dropped to normal levels.

In both 1985 and 1986 a rising UK stock market was brought to a halt by large rights issues. In 1985 this happened in June when Hanson, the conglomerate, launched a £519m issue, more than half of which was left with the underwriters. In May 1986 the Prudential Insurance group and National Westminster Bank both launched large issues, putting a brake on the stock market.

A similar story to the UK's experience has been told in other European markets. In Italy, for example, there has been a spate of issues. Falling interest rates have encouraged the Milan bourse to reach new highs this year, in turn increasing investor interest in buying new shares.

The flood of issues there has included the largest ever in the market, a L1,750bn call from Generali, Italy's largest insurance group. Numerous other well-known corporate names have either made or are contemplating issues.

An interesting sideline to the Italian experience is the use of warrants. If warrants are offered as well as new shares, the companies

can defer part of the cash-raising until later. Meanwhile, shareholders can trade the warrants.

The use of rights issues has even extended to the US market, where such deals are virtually unknown and where companies prefer to make ordinary public offerings of shares. Even there, though, the volume of initial public offerings had fallen sharply in 1990 and institutional liquidity had built up by the end of the year. That has been reversed in 1991, partly as the highly leveraged companies look for new equity to replace debt.

Unusually Time Warner, the communications group, has recently launched a \$2bn-plus rights issue. The money will be used to reduce the huge amount of debt taken on when the two companies merged two years ago.

However, the Time Warner deal is not structured along the classic British rights issue line. It is not underwritten, and the price at which the shares will be sold to new investors depends on the number of

buyers for them. The amount raised could reach \$3.5bn.

Investors are usually not willing to take up just any rights issue, though. There is a reluctance to give more money to a company which has poor management or which does not have a good reason for raising the cash.

In the UK, some issues have flopped and it is hard to tell how many issues have been vetoed by institutional investors who are usually sounded out before a deal is brought to market.

It was, apparently, this process which brought to a head institutional dissatisfaction with the management of Asda, the food retailer. That resulted in the removal of the chairman and chief executive of the group and of the head of the group's food stores chain.

The increase in rights issues has at least helped merchant bankers who have been starved of work as the big takeover bids dried up. Fees from rights issues are not munificent but are better than nothing.

PIRELLI AND AFTER

Lessons of a tyre change

AT FIRST sight, one of Germany's more lurid bid sagas - Pirelli's ongoing approaches to the Continental tyre company - might suggest that a wheeler-dealer Anglo-Saxon corporate finance techniques have hit with a vengeance.

German industrialists, however, are far from quaking in their boots. Unusual as it may be for a supervisory board to topple a chief executive in the manner in which Continental's Mr Horst Urban was recently forced out, it would be wrong to suggest that the inhabitants of this tightly-knit, closely defended corporate world are suddenly exposed to scores of hungry predators.

What the Continental affair showed was that, in the face of proposals for strategically sound restructuring moves, the voices of the majority shareholders must increasingly be heard.

Pirelli, claiming last September to have amassed some 50 per cent of Continental shares, put forward a "merger" proposal, which, seen from the Continental headquarters in Hannover, would essentially involve the Germans paying a high price

and becoming heavily indebted in order to code control of the tyre operation.

But, from the start, the Italian-owned Pirelli played a very cool game, making the most of the presence of prominent dissatisfied shareholders. The majority shareholding was used to effect in March at an extraordinary general meeting (called not by Pirelli but by an independent shareholder) to remove the voting right restrictions in the first such victory in Germany at a public meeting.

These voting right restrictions, in place at around 20 of the country's largest corporations, are supposed to act as a poison pill by preventing any single shareholder from casting more than 5 per cent of the vote, regardless of the size of his stake.

Even though such restrictions have proved to be an inadequate deterrent to would-be raiders, the March meeting still constituted an important moral victory for Pirelli.

It culminated in the supervisory board turning against Mr Urban, who had fought an increasingly lonely battle for Continental's independence.

Since the original Pirelli approach, conditions in the world tyre market had deteriorated further, with even Mr Urban's modest earnings forecasts for Continental in 1991 rapidly appearing unsustainable. The logic of some kind of merger between the world's fourth and fifth largest tyre producer seemed inescapable, and is now the subject of closed-door talks between Hannover and Milan.

These events have highlighted how even the highly protected corporate Germany - with its cross-holdings, influential banks, and co-termination - can see a tumultuous free-for-all when a serious takeover bid is staged.

Disclosure rules and bid procedures remain extremely flimsy. A shareholder only has to declare a stake in a company once it reaches 25 per cent (compared with the 3 per cent cut-off in the UK). With shares almost exclusively in bearer form, Continental once had to conduct an anonymous survey to determine the rough geographic spread of its stockholders. There are no time limits on a bid, and should a deal eventually be pushed through, the bidder is not even obliged to extend his offer to all shareholders.

One of the darker sides of the tale has been the role of the banks and corporate advisors. Morgan Grenfell, the UK merchant bank now owned by Deutsche Bank, was called in by Mr Urban, and the aggressive English house was undoubtedly anxious to win



GERMANY

its colours in Germany with a successful defence of the corporate establishment. It has subsequently been criticised for attempting a clearly hopeless defence.

Although the merger talks are now progressing, nine valuable months have been lost. It was ironic that Morgan Grenfell, still cutting its teeth on the Continent, used the classic "fortress" form of defence which is now discredited even in Germany.

Industrially-sound mergers, approved by a simple majority of shareholders, may not be big news in the Anglo-Saxon world of corporate finance. But in corporate Germany they cause considerable adjustment pains.

Katharine Campbell

PRIVATISATION

Quiet on the eastern front

THE privatisation of east Germany has not been quite the bonanza for international investment banks that it promised to be last year. That is partly because privatisation itself has proved more difficult than expected - although about one-third of the original 8,000 industrial enterprises have now been sold - and partly because foreign interest has been weak.

Investment and merchant banks have also faced competition from the west German (and international) consulting and accounting firms who have been active in east Germany and have had the advantage of intimate knowledge of the local corporate scene. And finally the Treuhand agency itself, the body charged with privatising east Germany, is a sort of giant, inefficient, investment bank with a social conscience plus political masters.

The Treuhand did establish an investor relations department soon after it was fully "westernised" in July last year. One of its tasks was to liaise with investment banks, but some of the senior executives were less than enthusiastic.

However at the beginning of this year the Treuhand's attitude became more positive as it was realised that investment banks had a role to play in bringing more investors into eastern Germany.

Mr Hubert Rohm, the man in charge of Treuhand relations with investment banks, has conducted interviews with more than 100 banks and has a short-list of more than 50 who are considered suitable candidates for co-operation. The organisation has also drawn up a standard contract for investment banks which specifies a minimum fee of DM250,000 (except in the case of very small units).

The contract states that investment banks will have between three and six months to complete a specified sale. If successful the fee can be calculated as 0.5 to 3 per cent of the sale price, or of the liabilities that the purchasing company is taking over (in the case of a small or negative sale price), or of the number of jobs that have been saved.

Some thought was given to a bolder strategy of selling, or giving, east German companies (or groups of companies) to investment banks who would then either sell or restructure (and then sell) the companies

themselves. The big three German banks - Deutsche Bank, Dresdner Bank and Commerzbank - are exploring such ideas but the international investment banks have not shown much interest.

To date most of the investment bank work with the Treuhand has been of a more traditional advisory kind. J P Morgan, for example, helped in the drawing up of sale terms and in liaising with international newspaper groups for the sale of the east German regional press. S G Warburg was involved in the sale of the Centrum retail chain to the three big west German retail groups Kaufland, Hertie and Karstadt.

Some banks - such as Salomon Brothers with Carl Zeiss Jena - were also hired directly by east German companies to advise on the break-up and sale of part of the enterprise but this practice now seems to have been blocked by the Treuhand.

More recently investment banks have received direct mandates to go out and find buyers for companies. S G Warburg is in the process of trying to sell the interhotel luxury hotel chain, one of east Germany's most valuable corporate assets. And Goldman Sachs has just won the mandate for the more difficult task of finding a buyer for the Leuna chemical works.

If the international customer base of these banks does prove useful in finding buyers the Treuhand might start to lean more on investment banks. But much of east German industry

is uninteresting. The excitement expressed last year by international business was based partly on the mistaken assumption that east Germany was going to be the door to eastern Europe and Russia.

In the meantime, east Germany has lost most of its eastern export markets and become a poor province of west Germany from where it is supplied with most of its consumer and investment goods.

East Germany may remain of interest as a back-door into west Germany particularly into relatively closed parts of the west German market - such as construction - but so far only about 5 per cent of the 1990 companies sold by the Treuhand have gone to non-German purchasers.

If east Germany is no bonanza for the investment banks it should still provide some useful work in a few niche areas. One of those niches which should grow in importance in the coming months is advising on management buy-outs.

Investment banks might also find work with the Treuhand in the international offices that the organisation wants to open up. It has already announced its intention to open up offices in New York and Tokyo and the list will probably be lengthened. Perhaps Morgan Stanley would be a suitable candidate to oversee Treuhand's New York office. It has good German contacts and even has a son of German Chancellor Helmut Kohl on its staff.

David Goodhart

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Key Figures (in thousand Rupiahs)	1988	1989
Balance sheet	15,282,448,335	17,834,412,538
Total Deposits	8,898,918,973	10,447,096,839
Loans	9,538,410,837	10,655,714,582
Securities Portfolio	971,848,915	925,307,279
Reserve Capital	545,180,640	588,574,431
Net Profit	70,537,399	85,547,988

7 Before Audit

Stephen Fidler learns why banks are less willing to lend to business than a year ago

Tighter purse strings and higher prices

BANKS IN Britain are under fire over their treatment of small businesses. Allegations of overcharging and arbitrary withdrawal of lending facilities have become commonplace in the last few months.

Banks argue that they face greater risks in a recession and that they should be entitled to higher rewards.

But there is little doubt that, since the last year for returns to rise sharply, the country there are only four big clearing banks to choose from.

US-style transactional banking has eroded the ties between the banks and their corporate customers

A small company's options are limited.

Larger companies generally have more choice. The best credit risks have access to the securities and money markets; the lesser among them have until recently had a multitude of international banks vying to lend them money.

But even the international banks have become significantly

less eager to lend over the last 12 months. Where they are willing to lend, they are expecting significantly higher fees and margins.

Competition among international banks has driven down returns to banks to sub-economic levels. Returns hit bottom in mid-1987 but although they bounced off this low, it took until the Iraqi invasion of Kuwait last year for returns to rise sharply.

Several factors underlie the international banks' greater caution. Recession in the Anglo-Saxon economies and the slowing of other economies has increased the perceived credit risk in lending to companies.

The weakness of the Japanese stock market has punctured the confidence of Japanese banks, which in recent years have accounted for 40 per cent of all new international lending. On top of this, the coming into effect of new international standards of capital adequacy has made banks more aware of the costs of lending money.

All this contributed to some of the shortcomings of corporate banking practices in the

1980s. The most marked was a shift towards transactional banking, under which companies' relations with banks are determined by the price of the service they receive from them.

This was a US-led development which ate away at the traditional links between banks and their corporate customers. Banking practice also changed. The growth of the revolving credit - where companies technically repay their debt to banks every three or six months - resulted in an unforeseen change in the balance of power between companies and their bankers when problems arose.

Previously, term loans and bilateral overdrafts had given most companies access to funds.

This shift was further emphasised in the development of the multiple option facility, or MoF. Here two groups of banks were brought together: an uncommitted group or tender panel of banks which might bid to lend money to companies; and a so-called committed group which was paid a fee to provide funds if the uncommitted banks failed to stump up.

Many such facilities were set up from 1985 onwards. It became a status symbol for companies, which were increasingly persuaded to roll most of their finances into this one tightly-priced facility.

In the event, when company debt levels started to rise as the first signs of recession hit Britain, the MoFs were seen as wanting.

First, the tight pricing of the "committed" portion of the facility meant that there was no huge commitment among some banks to a company experiencing problems. Second, the difficulties of some of Britain's small businesses show, the importance of bank relationships to a company's stability can be overstated.

Worries about the syndication process have also led a growing band of companies to try to put their banking relationships on a bilateral basis. They hope this will allow flexibility without the complications of syndicated loan agreements.

However, this may bring its own difficulties. For example, coordinating banks would have to be undertaken by the company itself, rather than an agent bank, and many companies are ill-equipped for this task.

It can also reduce transparency, leaving some lenders in the dark about the overall financing position of the company. In extremis, too, the pressure that can be brought to bear on a bank within a syndicate can be useful and would not necessarily be replicated when a series of bilateral deals are in place.

There has also been consideration of changing the voting process in syndication so as, in Lord Alexander's words, "to avoid non-relationship banks achieving unwarranted leverage in (restructuring) negotiations".

This could be achieved by weighting votes to increase the influence of the lead banks, and providing for majority

Relationship and transactional banking will be complementary rather than competing interests in their demands on the bank's limited resources.

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NatWest's Lord Alexander: two kinds of banking

votes. Some companies are also trying to stop where possible the secondary distribution of loans. They are often unhappy about their liabilities being hawked around groups of international banks.

In a recent example, Patricia Corporate well-being may depend on the banks' response to the end of recession in the next 12 months

Treasury, the fund-raising arm of Sweden's Wallenberg family, tried to prevent the unravelling of loans by leading lending banks. It met, however, only limited success.

Besides charging more, the banks have also altered their practices. They will take much more time over examining the viability of deals; assumptions will be challenged.

In the US, for example, there has been a reaction to secondary distribution of loan participations such as those which caused so many difficulties in the \$8.2bn News Corporation restructuring. The more transparent European style syndication practice has come into vogue. In Europe, secondary distribution of loan assets almost dried up in the early part of the year.

It remains to be seen what effect these changes will have. Where there is relief among companies that the worst of recession has passed, there should also be caution.

In recession, demand for funds among companies naturally tends to dry up. It is when the economy emerges from recession that companies try to step up their borrowing. The reaction of banks to this increase in demand for funds could be unusually important to overall corporate well-being over the next 12 months.

A STATE OF CHANGE

Where help is welcome



SPAIN

IN JANUARY the UK's Kleinwort Benson set up a joint venture company with a prestigious Madrid banking boutique called Iberfomento that is run by a former chairman of Banco Urquijo, a once pace-setting Spanish industrial bank. A few months earlier, 31, the British venture capital specialists, had started operations in Madrid and its management is now planning to open a second branch early next year in Barcelona.

The two British arrivals in Madrid illustrated how perceptions about corporate finance are beginning to change in the Spanish market. Kleinwort Benson's executives started, for example, by selling the concept of an external nominated advisor. The 31 team began scouting for family companies that wished to remain independent and told them about the firm's "long term view" in approaching a small business's need for capital.

"The role of the traditional corporate finance advisor is becoming very relevant here," says Mr Dryden Liddle, an experienced Spanish hand and the chief executive of County NatWest's Madrid office.

'Spain is higher on people's list of priorities than some other places'

The growth potential for development capital also looks assured. The NatWest company has clinched an agreement with the regional government of Valencia to launch a venture capital fund in one of the more effervescent locations of the Spanish economy.

The Valencia deal illustrated an awareness of the added value on venture capital that a UK-based organisation can bring. County NatWest is entering a territory where Banco Bilbao Vizcaya, the big Spanish bank, has already staked a claim and which Banco de Santander, a rival institution, is examining in association with the Charterhouse group.

Meanwhile, domestic demand for corporate finance is fuelled by the arrival of foreign companies that have a clear understanding of the sector's products.

"Spain comes higher on people's lists than other places. There's a natural pre-disposition to Spain and you get a favourable audience for it," says Mr John Alexander, manager of corporate banking at Lloyds in Madrid. As the Lloyds team busies itself with legal and auditing advisors on behalf of its customers and sets

about obtaining documentation and moving money efficiently, it makes a specific point about the sacrosanct relationship of mutual trust between a bank and its client.

This relationship, personified in a nominated advisor, is arguably the principal gap in Spain's corporate finance scenario. The problem stems from the traditionally intense ties between Spanish companies and the domestic banks.

Companies have internal financial advisors on their boards nominated by the bank that has financed the companies' debt in exchange for equity. Such advisors are usually more interested in keeping the company's business for the bank than in realising the investment and they do not look favourably on an external corporate finance expert.

There is in short no tradition of independent financial advisors in Spain because there are so few truly independent companies that could employ them. A UK specialist who has moved to Madrid says that a domestic company without a

Companies without their own advisors may talk to anyone who comes along

nominated advisor will "talk to anyone who comes along". It will consequently receive a lot of ideas but none of great depth because no outsider will be sufficiently close to the company's business to provide the best sort of advice.

It is this sort of cultural difficulty that leads corporate finance teams such as Kleinwort Benson's into partnerships with solidly entrenched domestic institutions such as Iberfomento.

The domestic partner lends demonstrable credibility to the newcomer by guiding him through the accounting and legal minefields surrounding transactions in Spain.

Iberfomento along with other domestic boutiques, has a good range of sophisticated products covering development capital, buy-outs and allied areas.

But while the skills may already be in Spain, they are not very prevalent. Kleinwort Benson and other foreign groups believe that they will be able to develop the existing business as Spaniards begin to see corporate finance as something more than the successful conduct of mergers and acquisitions.

As the Madrid stock exchange becomes more rule bound, there should be more scope for specialised corporate finance advice.

Confident that there is business to be gained, it is currently sending young Spaniards just out of business school to the UK for two years of industrial experience.

Mr Colin Chubb, 31's chief executive in Spain, is patiently aware that by providing development capital he is offering small and middle-sized family companies a different kind of advice to what they normally receive from the merger and acquisition merchants.

"In France and in Germany we took about two years to get our message across," says Mr Chubb, "and we have only been one year in Spain."

Tom Burns

FT M&A LEAGUE TABLE Jan 1 - Mar 31 1991 Lapsed or completed European cross-border bids with a continental or UK leg

Advisor	Value of Bids \$m	Number
1. Goldman Sachs	3,941	5
2. Lazard Group	3,806	8
3. Lehman Bros Int	3,751	8
4. Morgan Grenfell	2,923	8
5. Baring Brothers	2,684	2
6. Chase Manhattan	2,140	6
7. Morgan Stanley	1,953	7
8. First Boston	890	5
9. S. G. Warburg	890	5
10. J. P. Morgan	627	8
11. Hambros	314	2
12. Merrill Lynch	220	3
13. Credit Lyonnais	210	3
14. Charlerhouse	182	2
15. Schroder Wagg	183	4

AMSTERDAM

ATHENS

DÜSSELDORF

HELSINKI

ISTANBUL

LISBON

LONDON

MADRID

MILAN

NEW YORK

OSLO

PARIS

STOCKHOLM

ZÜRICH

INTERNATIONAL BANKING

1991 YEAR PLANNER

CORPORATE FINANCE

- Advised on SD-Scicon in defence of offers from Gray Electronics (£11m) and EDS (£12m).
- Advised management of Taunton Cider on launched fully underwritten rights issues for Rayll Group (£30m), Scholl (£25m), Kunick (£1m), Anglo United (£25m), IERack (£3m) and Amber (£24m).
- Advised on Severn Trent's acquisition of the Biffa waste disposal interests from B&I for £212m.
- Specialised Financing arranged £300m revolving credit facility in April.
- Advised Mirror Group Newspapers on its successful £145m issue.
- Advised Havas Chemists on £55m acquisitions from Broker and £73m fully underwritten rights issue (Specialised Financing provided £55m interim bridge financing).

Other transactions:

- Advised on the refinancing of Anglo United (£100m) for £100m in senior debt and £7.5m in subordinated debt facilities.
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CORPORATE FINANCE 6

David Waller gauges the success of leading accountancy firms' incursion into M&A banking

A meeting of cultures with mixed results

SIMON BARROW occupies a special place in the folk memory of the accountancy profession.

A former director of Kleinwort Benson, he gave up his career in 1984 at one of the UK's blue-blooded merchant banks to head up the fledgling corporate finance department at what was then called Ernst & Whinney.

His brief was to exploit the firm's impressive client base to develop a mergers and acquisitions business. However, Mr Barrow did not get very far: in the summer of 1987 he left, amid mutterings about a clash of cultures, to join Henry Ansbacher.

Despite this experience, which lingers in the consciousness of corporate financiers and accountants, the leading accountancy firms have all attempted to break into the market for corporate finance.

They have done so along a variety of routes and with different degrees of success.

Some of the firms have set up discrete corporate finance departments, which give the appearance of being in direct competition with the merchant banks.

Others encourage their audit partners to double up as corpo-



Simon Barrow: pioneer

rate financiers, emphasising that the services they wish to offer are complementary to those provided by the merchant banks.

Through their role as auditors to the vast majority of quoted companies, the big accountancy firms have a range of clients which would be the envy of any merchant bank.

Moreover, the relationships with these clients often go back decades and are unshakable by the excesses of the transac-

tion-based banking displayed in the 1980s.

The accountancy firms note that merchant banks are staffed largely with accountants. They reason that if they try harder to retain their brightest staff, they could do the same job as a merchant bank, concentrating on the smaller transactions which constitute the great bulk of UK M&A activity.

The staffing situation is a lot easier this year as merchant banks are not recruiting and for the first time in a decade the accountancy firms are laying off newly qualified staff. Those that remain are, for once, the best and, given the dearth of opportunities elsewhere, they are happy to stay with the firms.

There has also been a noticeable drift back from the merchant banks to the accountancy firms: in the last 18 months, Coopers & Lybrand, Deloitte has recruited former bankers from Morgan Grenfell, Schroders, ANZ Banking Corporation and County NatWest, a pattern repeated at other firms.

The accountancy firms face a number of obstacles. Under the Stock Exchange and professional rules, they cannot



Hyman: we do it better

underwrite issues of securities. They cannot support their clients by throwing their capital about and they cannot own shares in their clients.

They cannot act as principal financial advisers in public transactions nor can they sponsor Stock Exchange listings.

The services they can offer to audit clients involved in takeovers are limited: too active an engagement with the client may compromise audit independence, it is feared.

Another worry is that an aggressive posture in the corporate finance market may damage a firm's overall reputation for professionalism and independence.

Earlier in the year, Howard Hyman, head of corporate finance at Price Waterhouse, the UK's third largest firm, stated publicly accountants were better qualified to offer financial advice than the merchant banks.

Hyman derided the "ridiculous charisma and snobbery" of the banks. He claimed that they made their money not out of giving advice but out of lending and investing, a point accepted by Derek Kings of S.G. Warburg.

Hyman's bitterness was partly inspired by the firm's treatment over its role in the privatisation of the 12 regional electricity supply companies.

Prior to the privatisation, PW was described as "a joint financial adviser" to the electricity companies along with N.M. Rothschild. By the time the prospectus appeared, PW was listed only as "accounting adviser".

There had been a fierce fight between PW, the lawyers and the banks over what to call PW. The electricity companies

acknowledged that PW was more than an accounting adviser but because the firm was not a member of the Securities Association it could not under Stock Exchange rules sign the formal letter of suitability for the listing, or indeed be described as a financial adviser.

Attempts at a compromise description - for example, "economic, regulatory and accounting adviser" - were squashed by the banks and the

Accountants are kept busy with company restructurings caused by the recession

lawyers.

Hyman's bitterness is much diminished since January when he made his remarks - merchant banks are, after all, an important source of business for accountancy firms and it does not do to be too outspoken. Nevertheless, there is no doubting his determination to build corporate finance into a "fourth leg" for PW across Europe as a whole.

At the beginning of the year, PW had corporate finance

FT M&A LEAGUE TABLE		
Jan 1 - Mar 31 1991		
Completed bids for UK quoted companies		
Advisor (Final 1990 position)	Value of Bids £m	Number
1. Baring Bros (1)	1,415	3
2. Morgan Grenfell (14)	1,348	2
3. Goldman Sachs (5)	1,245	1
4. Schroder Wagg (2)	418	2
5. Hill Samuel (18)	347	2
6. Morgan Stanley (+)	172	1
7. Hoare Govett (+)	172	1
8. County NatWest (-)	115	2
9. S. G. Warburg (7)	107	1
10. Samuel Montagu (4)	104	3
11. Charterhouse (18)	83	1
12. Hambros (17)	63	2
13. Barclays de Zoete Wedd (5)	48	2
14. First Boston (+)	14	1
15. Chartered Well.B (-)	14	1

departments in France, Spain, the UK, Holland and Germany. It has subsequently added Sweden, Denmark, Switzerland and Hungary, with Czechoslovakia imminent.

The total number of dedicated corporate finance partners and staff is 200 now, and the aim is to get to 350 in a year and a half. Hyman is pleased with the firm's progress in sorting out the housekeeping matters, such as quality control and the way profits from a deal are allocated from country to country.

He says that the network is beginning to generate transactions, although he acknowledges that the corporate finance market is going through a very sticky patch at present. The severity of the recession in the UK is a boon

to the accountant corporate financiers.

They are engaged in numerous behind-the-scenes corporate restructurings. They are keeping themselves busy by helping their overworked insolvency colleagues with the business of selling off the assets of defunct companies.

"We are heavily involved in what our insolvency colleagues are up to," says Richard Mead of Ernst & Young, citing the British & Commonwealth administration as a case where corporate finance solutions are required. Although accountants and merchant bankers are happy to snipe at each other, they are agreed on one point: a recovery in mainstream mergers and acquisitions business would be very welcome.

OVER the last few years, one of the most marked features of the French corporate finance market has been the build-up of large equity portfolios by most of the main banks.

There was nothing entirely new about this, for the traditional "banques d'affaires" such as Suez or Paribas had always run sizeable equity positions in parallel with their merchant banking activities. Lazard Frères, too, the doyen of the French mergers and acquisitions market, was in the habit of cementing its advisory relationships, although more usually through a board member than through a substantial stake.

The recent appetite of the big commercial banks for the investment banking market, however, has changed both the nature of the game and the stakes.

The combined equity portfolio of the banking sector climbed to FF179bn at the end

New rules may give banks a bigger role, writes George Graham

Momentum for growth

of 1990, from FF124bn a year earlier, even if some senior bankers, such as Mr Marc Viénot, chairman of Société Générale, have begun to express doubts about the profitability of their equity investments.

A recent ground-breaking ruling by the Paris stock exchange council could, if it is upheld by the appeals court, have far-reaching implications for this practice.

The case involved an apparent change in the control of Delmas-Vieljeux, a leading French shipping company. No-one, however, had crossed the 33.33 per cent threshold at which a bid would normally

become obligatory under the new takeover law introduced at the beginning of 1990.

The council ruled, nevertheless, that the two main shareholders, the Bolloré transport and industrial conglomerate and a holding company called

Banques d'affaires have been taking a tighter control of their main holdings

El Rabba, had acted in concert to take control of Delmas-Vieljeux; they should therefore offer to buy out minority shareholders.

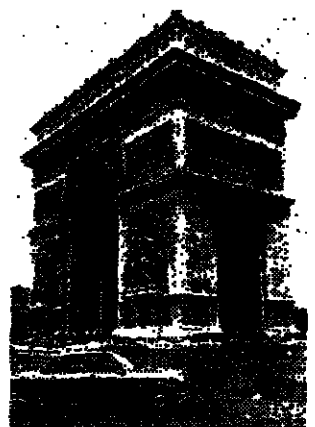
Perhaps more important, the council ruled that Citinvest, the investment banking arm of the state-owned Crédit Lyonnais bank and a long term investor in Bolloré, had also acted in concert with Bolloré by taking a leading stake in El Rabba, and should therefore join the offer.

Mr Jean-Yves Haberer, Crédit Lyonnais's chairman, has been a particularly enthusiastic advocate of German-style links between banking and industry. His bank's equity portfolio totalled FF26bn at the end of last year, and Citinvest, which combines investment banking with most of its equity investment, had a

FF14bn portfolio. Bolloré has appealed against the stock exchange council's ruling, but if the Paris appeals court were to uphold the decision, it could affect the ability of Crédit Lyonnais and its peers to play both ends of the game at once, locking in its customers by taking large stakes in their capital and yet simultaneously claiming to be acting independently from them.

Previous stock market battles, such as the Paribas bid last year for Navigation Mixte, had seemed to show that the banks could do precisely that. Crédit Lyonnais and others increased their stakes in Navigation Mixte in order to help defend against Paribas, but the council took their word for it that they were not acting in concert.

Crédit Lyonnais's corporate finance business benefited powerfully from its decision to back its ally against Paribas just as two years ago its rapid decision to finance BSN's \$2.5bn purchase of Nabisco's and of insurance Victoire, while Paribas has recently tightened up control of its interests in



FRANCE

lending market. Many companies took the view that this was precisely the sort of partner they would like to have.

Yet the strategy of the traditional "banques d'affaires" over the last few years has shown them moving towards more direct and overt control of their main equity investments, and shedding entirely their more peripheral holdings. Suez, for example, took control of the Société Générale de Belgique industrial conglomerate and of insurance Victoire, while Paribas has recently tightened up control of its interests in

the building materials sector with a triple-barrel offer to minority shareholders in Pollet, Ciments Français and Lambert.

The Bolloré ruling could reinforce this trend, by forcing banks to choose what role they are going to play.

"A bank cannot go around declaring proudly that it is the traditional ally of such-and-such a company and then afterwards claim it is completely independent when it acts alongside them," comments a Paris banker.

The Bolloré case is not the only recent decision by the stock exchange council to have made waves. It recently obliged Galeries Lafayette to make an offer for rival retailer Nouvelles Galeries when its stake passed the 33.33 per cent trigger, even though the company claimed its acquisition left control of Nouvelles Galeries unchanged in the hands of the Dezanvay group.

This has provoked a stock market battle, after a year in which takeovers had been marked, in the words of Mr Jean Saint-Geours, chairman of the Commission des Opérations de Bourse (COB), the financial markets regulatory body, by their increasing amiable nature.

Like the Bolloré ruling, the Galeries Lafayette case has gone to the Paris appeals

court. At issue is the question of double voting rights, which in many French companies are attributed automatically to those who hold their shares continuously for two years, and which complicate the calculation of percentage stakes.

One thing that these two cases prove is the predominance of grey over black and white in France's fledgling takeover code.

"We are often perplexed," admits Mr Jean Saint-Geours, chairman of the Commission des Opérations de Bourse (COB), the watchdog body which has overall responsibility for supervising French financial markets and for protecting savers.

In this climate of uncertainty, many companies are now reluctant to embark on operations where they cannot calculate the ultimate cost, as the stock exchange hammers out a comprehensive rule book on the basis of case-by-case decisions.

You can surround yourself with all the advisers in the world, but while we are still going along on this case-by-case basis, you cannot tell what you will end up having to do," complains an investment banker.

While this anxiety lasts, bankers may see their deal flow braked; and it could last for years.

Brian Bollen examines the changes at Hill Samuel

Return of a prodigal and a top tier reshuffle

EVEN before the most recent senior management changes, there were two questions about Hill Samuel which needed answering. Was it irreparably damaged by the events of the late 1980s when it went into decline and lost a number of larger clients? And was it a disaster for it to be bought by TSB?

Hill Samuel will be hoping it is this time lucky for Richard Healey, the prodigal son it welcomed back from his adventures elsewhere and last month appointed managing director and head of corporate finance. He previously rejoined in that title at Barclays de Zoete Wedd and Citibank UK, and took over his new position from Ray Green, who left suddenly to rejoin Kleinwort Benson.

Driven by losses in Hill Samuel's corporate lending division, TSB recently tightened its grip on the merchant bank but the installation of TSB chief executive Don McCrickard as chairman and the appointment of Hugh Freedberg from TSB's insurance and investment division as chief executive, raised new doubts about the bank's future direction just as it seemed to have put the past fully behind it.

Healey dismisses the suggestion that Green's departure was in some way connected to these changes, or a clash of culture between the corporate financiers and the "Amex card salesman" as the new chairman and chief executive were dubbed by some outsiders. Green's departure was totally unexpected, but totally amicable, he says.

Just before he left, Green, head of corporate finance since May 1 1988, said he thought Hill Samuel was winning the fight to regain its lost credibility. When he joined, the bank was at the nadir of its experience, and the view was that he had one of the hardest jobs in the City on his hands. The public perception of Hill Samuel was low. From a corporate point of view, it was written off.

The official line is that the traditional merchant bank is still very much unchanged since being taken over, although the stability and financial muscle brought to the party by TSB have been useful. The bank has had a quiet revolution, bringing in new people to replace those who felt they

Because it does many large transactions, one of the bank's strong points is as a training ground in corporate finance

would not fit in to the new, more aggressive approach.

The specific structural change which occurred when Hugh Freedberg became chief executive was to put all the Hill Samuel businesses into separately managed groups within TSB, reinforcing the Hill Samuel brand.

Healey reacts quietly but firmly to the question of whether the much-forecast clash of cultures between the corporate financiers and the retail services salesman is happening.

"In my BZW days people said corporate finance had a very different culture to securities and clearing bank people. We learned to live together and flourish. I see no reason why we shouldn't flourish, provided we ensure Hill Samuel retains a real merchant bank culture. I don't think there is anyone in Hill Samuel, including recent arrivals, who would disagree with that."

Hugh Freedberg has defined a fairly specific strategy for the bank as a whole, including a no-holds-barred commitment to corporate finance business. That has been reinforced at TSB level. My job is to turn that into results. The Hill Samuel client list has deteriorated but people looking to build a corporate finance business have an awful long way to go

to get anywhere near it."

There are also two features which one has to admire about the bank: its strong brand name and its sheer durability. After vanishing from sight in 1989, Hill Samuel reappeared in FT Mergers & Acquisitions International's league tables in 1990, occupying 18th place in the table measuring completed bids for UK publicly-quoted companies, having advised on six deals totalling \$439m. By the end of the first quarter of this year, it had moved up to fifth place.

Many banks argue that focusing on this measure of success gives a false impression of the performance, as the glamorous public companies business forms only part of their workload.

This is probably true for Hill Samuel, long known for its market niche with smaller companies, than for many other major businesses in banks. Even in 1989, when Hill Samuel was absent from the headline tables, it still performed reasonably well in terms of acquisitions and disposals overseas by UK companies. Ignoring value, it was

sixth in terms of the number of deals.

One of the bank's strong points is as a training ground in corporate finance: it does not do the biggest transactions, but does a lot of them. In 1990, it moved up to third place in terms of the number of deals done.

Today, Hill Samuel admits it is still not in the big league, but argues it is going in the right direction. Recent business includes advising Y&R Valor in the agreed \$400m bid by Williams Holdings, and Simon Engineering in its recommended \$52m offer for Robertson Group. It was also involved as an adviser in the Great Walker restructuring negotiations.

The bank claims to have added 20 clients last year and to be heading north, but its track record, as a bank which is traditionally on the defensive and needs to renew its client list constantly as companies are taken over, is not necessarily the sort which attracts new clients. It would benefit enormously from being on the attacking side in a high-profile bid.

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MANAGEMENT BUY-OUTS	September
REINSURANCE	September
EURO. FINANCE & INVEST. (UK)	September
INT. MERGERS AND ACQUISITIONS	October
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CORPORATE FINANCE 7

Nikki Tait meets Steve Schwarzman, president of Blackstone's New York banking boutique

Modest overheads and soaring ambitions

ASKED how many people Blackstone Group will employ in five years, Steve Schwarzman, president of the New York-based investment banking "boutique", pauses for a few seconds and then says "Two hundred".

Given that the business has grown from two people and some office space in 1985, when it was founded, to around 160 at present, this seems a relatively modest ambition. Mr Schwarzman looks mischievous. "Our ambitions are not modest," he remarks, pointedly, "but our overheads are".

This is a familiar cry of boutiques. It is usually accompanied by the argument that investment bankers are free-wheeling, innovative characters who cope badly with bureaucracy and are more at home in the entrepreneurial, "small-firm" environment.

To the complaint that boutique organisations lack muscle when it comes to placing power or internal funding capacity, the standard reply is that these services can be bought in when required. Both points have a good deal

of validity. And it is true that while some of the Wall Street heavyweights have been shedding staff in painfully large slugs, the "boutique operations" have been ploughing their furrows rather more smoothly.

What is less frequently stressed is the drawbacks of these smaller-scale operations. On the one hand, they tend to lack geographical spread, at a time when the mergers and acquisitions business is becoming increasingly international. On the other, there is limited flexibility between different areas of the investment banking business.

The investment banking "conglomerates" may have found their M&A departments overstuffed and underworked recently, but they did very nicely out of the boom in new

issue business, and the surge in stockmarket values generally, during the first quarter of 1991. Many of the larger firms have also shifted resources from the takeover arena to bankruptcy/workout departments.

On both scores, Blackstone The emphasis has for the time being switched from Japan to Europe

makes an interesting case study of how a boutique can try to respond. The company's history is well-known. It was set up in 1985, by Schwarzman and Pete Peterson, the former head of Lehman Brothers' M&A department and chairman of Lehman Brothers Kuhn Loeb respectively.

Peterson, a former commerce secretary to President Nixon, had lost a bitter fight over control at Lehman Brothers, which was subsequently sold to Shearson. The duo, however, quickly recruited fellow executives, both from their old firm and from other Wall Street players, and the business has generally expanded since then.

It only raised its own investment fund, a "trust" in the days when leveraged buyouts were all the rage. And it built up a niche in mortgage-backed investments with the recruitment of Larry Fink, formerly with First Boston. Today, the operation is housed on New York's Park Avenue - a few floors of Manhattan office block which Blackstone executives say they hope not to have outgrown when the lease is up.

Like many of its fellow boutique operations, Blackstone paid early attention to the Japanese market and the ready demand for advice from Japanese investors looking to the States. Two of its first deals were Sony's \$2bn purchase of CBS Records and Bridgestone Tire's \$2.6bn acquisition of Firestone Tire & Rubber.

In late 1988, Blackstone announced that it was formally linking up with Nikko Securities - an engagement which seemed to mirror other Japanese-American tie-ups on Wall Street, often involving boutique firms. Today, Blackstone claims that the relationship remains healthy, although it acknowledges that matters on the Japanese deal front have become much quieter. Indeed, the emphasis seems to have shifted, at least

temporarily, towards Europe. Here, there are now three alliances, based on operational understandings rather than share stakes: with Hambro Magan, a rare UK boutique operation; with Banque Paribas in Paris; and, most recently, with Sol

The change in the domestic business climate has been noted

Oppenheim, a private bank, in Germany. Blackstone admits that the UK has scarcely been a boom area for M&A advice recently, but is more expansive about Continental Europe. Asked whether US attention, once centred on 1992 and all that, has not waned recently, Schwarzman claims that there

is "no country in which there is more interest than Germany" and "it is imperative to have a beach-head there". This is precisely what the Sol Oppenheim link appears to be.

The Blackstone bankers are surprisingly realistic in admitting that, while they can construct intricate deals, it helps to have someone who can open doors to German boardrooms. This allows their skills to be put on show.

But isn't the chase for European business a game that everyone is playing? Schwarzman smiles. "It's competitive, but no more than the US," he remarks, adding that in Europe "there are more spheres of influence".

The search for ongoing M&A work notwithstanding, Blackstone has clearly

recognised the change in business climate back home. In February, it recruited Arthur Newman, who previously headed Ernst & Whinney's restructuring business, to head a workout team. Today there are half a dozen people employed on this side of the business, and a range of assignments has already been won.

Perhaps most prominently, Blackstone is advising the California Insurance Department on its effort to "rehabilitate" Executive Life, the large Los Angeles-based insurer seized by the regulators earlier this year. None of this has added up to mega-business. According to Securities Data, Blackstone ranked 55th in the league table of advisors in 1990, based on deal value, for mergers and acquisitions. But within the boutique structure, it would be hard to say that Blackstone has not done its best to respond to the changing market place. "We're tawling for big fish," says Schwarzman, cheerfully. One day, no doubt, they will start biting again.

BARING BROTHERS is not a UK bank. It is an international bank which just happens to be based in London. According to James Lupton, director of corporate finance, that internationalisation is one of several reasons why London's oldest private merchant bank has continued to perform strongly at a time when other merchant banks have seen their M&A business collapse.

Baring Brothers, formed in 1762, topped the 1990 league table compiled by *FT Mergers & Acquisitions International* for advisers in bids for UK publicly-quoted companies, advising on nine bids worth a total of £2.5bn.

It was involved in three of the largest deals of the year, all in financial services and related fields: in the defence of Globe Investment Trust against the £1.1bn bid by British Coal Pension Funds; the £1.1bn merger between insurers Willis Faber of the UK and Corroon & Black of the US; and the £491m offer for property company London & Edinburgh Trust by Swedish insurance company SPP.

In its first appearance in the magazine's main international table, Barings came 10th last year with 33 deals worth \$7.9bn. Its role as sole adviser to Northern Telecom of Canada kept it at the top of the UK table in the first quarter this

year. This strong performance at a difficult - for some wretched - time has its roots in the mid-1980s.

As the market went through the roof, Barings became concerned at its falling share of the domestic UK M&A market, a flagship area of its business. The bank, traditionally conservative because of an insistence on consistency and quality, and a shortage of external capital which means it expands behind opportunities, had failed to climb aboard the mega-bid roundabout. As a result, some saw it as lacking aggression.

After a bout of soul searching, Barings identified several important themes for the future:

By specialising in various industries it can talk to customers in their own terms

- Internationalisation;
- Industry specialisation;
- High level marketing by chairman and senior directors;
- Quality of service;
- Relationship banking;
- Independence.

"Given that we missed the domestic boat, we could see there was an opportunity for being well-known for advising

Brian Bollen probes Barings Brothers' strategy

Global player with a London base

on complicated international deals," explains Lupton. "We attacked that market aggressively. The Dixons-Woolworth bids and their like were very dependent on the state of the UK economy and the UK stockmarket. To have built up large overhead based on UK mega-deals would have been to create a very fragile business. Over half our London-billed income has come from international deals over the past three years. That is a growing trend."

Barings recruited a group of people, now 11 strong, from industry and commerce. It claims industry specialisations in food and drink, health care, information technology, construction and building materials, insurance and other financial services, paper and packaging, and telecommunications. This enables the bank to talk to clients in their own language, a capability it feels is particularly important when

trying to do business with people who have not used advisers before.

The bank is much more marketing-oriented today than five years ago. The approach of giving each director a list of companies to attack has worked. In 1989-90, all the increase in London billings came from new clientele. According to Lupton, Barings has been taking on clients at the rate of one a week, either on a specific transaction basis or on a relationship basis.

The inflow of published new clients has included Northern Telecom, Telfos, Berisford International, Northwest TV in the independent television franchise bidding process, and development capital group 3i. Barings admits to losing just one client in three years due to internal forces.

While other houses mark time, or contract, Barings is still recruiting. The number of corporate finance professionals

it employs has more than doubled in the past five years, to around 140 worldwide. Staff turnover at the professional level is low, another strength when marketing.

Including London, Barings has 13 offices worldwide, largely staffed by locals. There are four offices in continental Europe, Paris, Milan, Frankfurt, Madrid; one in New York, five in the Far East. Barings made its big thrust in the Far East nearly 20 years ago, attracted by possibilities in Japan and following clients such as Incheape and Metal Box which had interests in the area.

Nigel Melville, director of international corporate finance, describes Barings Securities as the leading European broker in Japan, and the leading international in other Asian markets.

The continental European operations have been built up in the past five years and will



Lupton: International search

continue to grow, although it is not certain more offices will open. "The constraint is always people," says Melville. "The international offices enjoy local autonomy, within the limits needed to preserve the quality of the franchise. To bind the bank's capital by underwriting, they must have London's approval."

The exact degree of autonomy depends on the stage of development of the office, but, says Lupton, "we wouldn't recruit quality people if they couldn't run their own business, do their own deals, without running to Mum any the time." All clients are approved

in London as a result of the House of Fraser report, which criticised Kleinwort Benson for the lack of checks on new clients.

"We are as international as Goldman Sachs, we just have fewer people," argues Lupton, displaying a sensitivity common among London merchant bankers to that particular US intruder. "We are the only UK bank to have done a major deal for a publicly quoted company in the US." Barings regards its role as a sole adviser in the Willis Corroon merger as a landmark, taking it to a new confidence level in the US.

The involvement as adviser to Morgan Grenfell for over a year in the difficult period before it was taken over by Deutsche Bank bolstered the claim to be the merchant banker's merchant banker.

As clients concentrate again on a small number of advisers they can trust, the absence of public shareholders demanding an inexorable return on earnings per share means Barings is able, as well as willing, "to tell people not to do a deal, even if it's for hundreds of millions of pounds."

"It's no accident that we are where we are today," says Lupton. "We took a series of costly decisions and they're coming good. Corporate finance revenue has grown every year since 1985." That trend is con-

tinuing this year, though only just.

While others rush in, Barings has chosen to stand back from eastern Europe - other than east Germany, which it regards as western and will service from Frankfurt - for two reasons. First, it is saving resources for the great deal of work which remains to be done in western Europe. Second, it believes it can add value where there is a more developed corporate and securities market where companies are being bought and sold and can raise money.

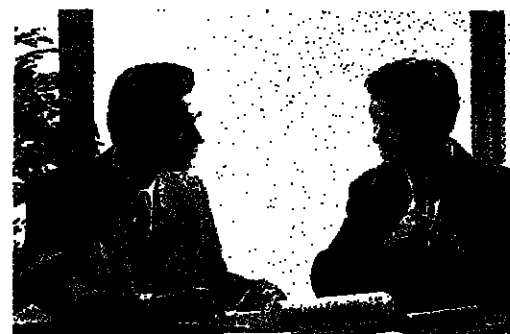
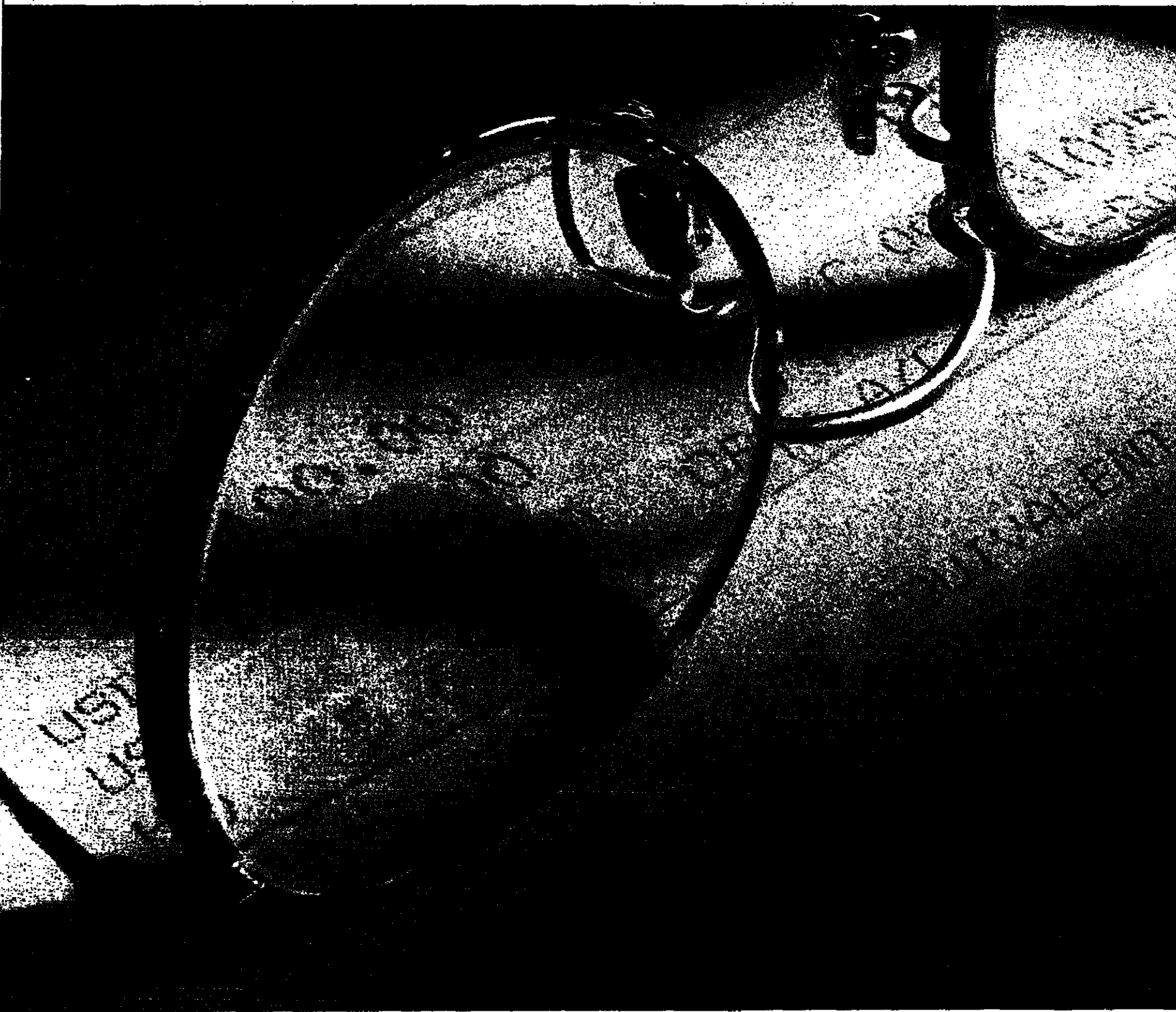
Interest is reviving in Latin America where, despite the painful memories of sovereign lending to Argentina 100 years ago, Barings still has good con-

While active in Latin America it sees southern Africa as an area to watch

nections. It is doing business in Chile and has raised a fund, the Puma Fund, to invest in the region. Looking further ahead - five to 10 years - Melville has marked down southern Africa as an area to watch.

The author is editor of *FT Mergers and Acquisitions International*.

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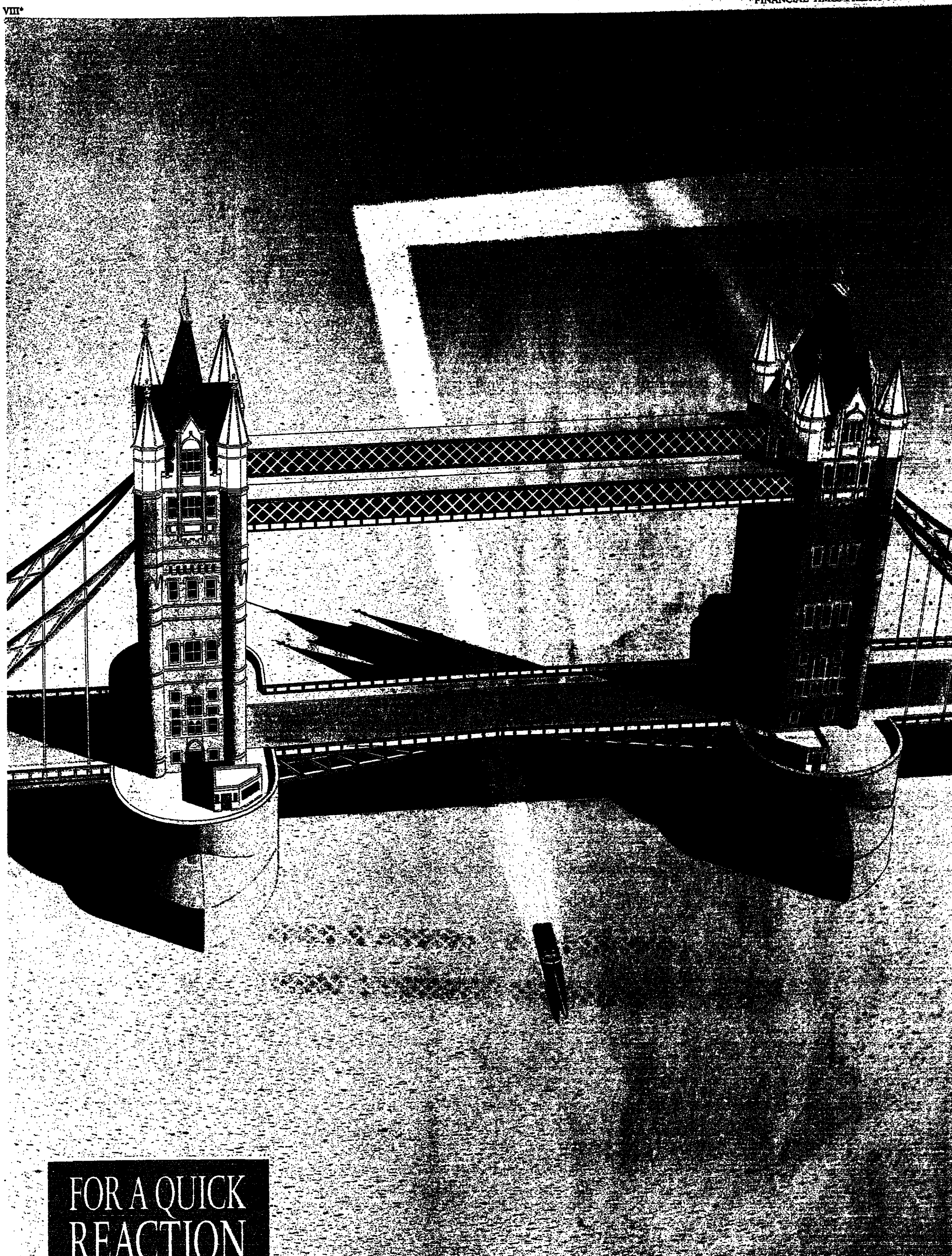
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INSIDE

ICI keeps tabs on Hanson accounts

ICI, the chemical group, will not admit in public that it is keeping tabs on the accounts of Hanson, a construction group. But ICI advisers say privately that if Hanson bids for ICI, the counter attack will include a detailed analysis of how Hanson makes its profits and how it keeps its tax charge low. ICI hopes to show that Hanson's expertise is in financial engineering, rather than the management of industrial assets. Robert Posh reports. Page 25

Closing the market door

Brazil's stock market is joining forces in an attempt to block the return of Mr. Nelson Robert Naves (left), a speculator whose dealings led to the country's worst stock market collapse. He financed his stock market purchases with money borrowed from banks but in June 1989 the São Paulo Stock Exchange (Bovespa) imposed restrictions on Mr. Naves's purchases and he was forced to take a large part of his dealings to the Rio de Janeiro exchange. Victoria Griffith reports. Page 42

Emerald tale rich in zinc

Ireland now seems certain to provide one of the world's substantial new sources of zinc in the second half of the 1990s. The joint venture of the Lisheen project in County Tipperary announced yesterday that their latest drilling results showed it was one of the three largest base metal deposits discovered in western Europe in the past 20 years. Analysts said the deposits would be more than enough to support a \$100m underground mining operation. Ken Gooding reports. Page 25

Shareholder suits in the news

Plans by Time Warner, the US entertainment and media group, to raise up to \$3.5bn through a cunningly-contrived rights issue earlier this month sparked a bundle of shareholder lawsuits. Although such suits have long been an integral part of corporate life, they have recently been making headline news. Nikita Tait reports on the evidence that shareholders are, in fact, not so much suing and looking at the benefits, if any, to shareholders and business alike. Page 22

Contractors caught between the devil and the deep blue sea

HMS Ilustrados, the aircraft carrier, is now lying idle and engineers at Devonport naval base, symbolising the plight facing many British defence contractors waiting for the Ministry of Defence to sort out its requirements and spending priorities. Devonport Management Limited (DML), which runs the government-owned repair yard, had hoped to start the £120m (£155.4m) refit on the aircraft carrier next month, a task that represented a large part of Devonport's planned workload for the next two and a half years. It says a prolonged delay would "inevitably have financial consequences". Page 26

Market Statistics

Best leading rates	26	London traded options	24
Bankmark Govt bonds	24	London traded	24
FT-100 index	24	Change in Govt service	24-25
FT 1st bond price	24	Money markets	26
Financial futures	26	New list bond issues	26
Foreign exchanges	26	World commodity prices	26
London stock index	24	World stock and index	26
London share price	24-25	UK dividends announced	26

Companies in this issue

AKZ	22	MS Optimum Income	26
Alfa Finance	26	Jacuzzi	21
Asa Group	21	Lee (Arthur)	26
Berkley	26	Localer	26
Barton	26	London Electricity	27
Cable and Wireless	26	Lotho	26
Calsonic Inc	26	Mastra	26
Carnell Investments	26	Mid-Sussex Water	27
Coles Myer	27	Madcor	21
Countryside Props	27	PGC	21
Eastbourne Water	27	Pfizer	21
Eljer	21	RWE	26
Endesa	26	SD-Scicon	26
Equitable Life	21	STET	26
Eurocamp	26	ScottishPower	27
Eurotunnel	26	Sevillana	26
Federconsort	26	Southern Electric	27
Fokas Bank	26	TGI	26
Ford Motor	21	Tierce (John)	26
France Telecom	21	Telefonica	26
Greycoat	26	Ufina	26
Hardys & Hansons	26	Volkswagen	21
		West Kent Water	27
		Wishaw	26

Chief price changes yesterday

FOUR-STAR (pence)		PAINLY (pence)	
Alford	670	15	15
Alford	670	15	15
Alford	670	15	15
Alford	670	15	15
Alford	670	15	15
Alford	670	15	15
Alford	670	15	15
Alford	670	15	15
Alford	670	15	15
Alford	670	15	15

New York prices at 12.30

LONDON (pence)		LONDON (pence)	
AMEC	188	7	6
AMEC	188	7	6
AMEC	188	7	6
AMEC	188	7	6
AMEC	188	7	6
AMEC	188	7	6
AMEC	188	7	6
AMEC	188	7	6
AMEC	188	7	6
AMEC	188	7	6

TSB falls to £150m loss at year-end

By David Lascelles, Banking Editor, in London

THE Trustee Savings Bank plunged into a £150m (£266m) loss yesterday, far exceeding the most pessimistic forecasts that had been made for the UK clearing bank group.

Sir Nicholas Goodison, the former London Stock Exchange chairman who has headed the group for the past two years, said he was disappointed by the result, but emphasised that vigorous action had been taken to deal with the source of the losses.

These were mainly in Hill Samuel, the merchant bank which TSB bought four years ago, and

which has borne the brunt of the recession. Hill Samuel had to make £34m of provisions for bad debts, pushing it into a loss of £19m.

The loss was offset by a profit of £197m from the banking and financial services side of the group. However that was not enough to prevent TSB recording its worst result since it was floated on the stock market by the government in 1986. The figures cover the six months to April 30, coinciding with the steepest part of the UK economic downturn.

Sir Nicholas blamed the recession for Hill Samuel's difficulties, but said they were also due in part to "poor management and poor judgment". Hill Samuel had been overambitious in trying to build up its loan portfolio, and had taken on more than its share of bad credits during the late 1980s when the economy was still booming.

Most of the top management of Hill Samuel had been replaced, and the new team was working to clean up the loan book and give the merchant bank a new sense of direction. In future, it would concentrate much less on lending, and more on providing merchant banking services.

Sir Nicholas said he hoped that the action to repair Hill Samuel's loan book was complete. But he warned: "It is possible, however, that there will be some need for additional provisions if this very severe recession continues."

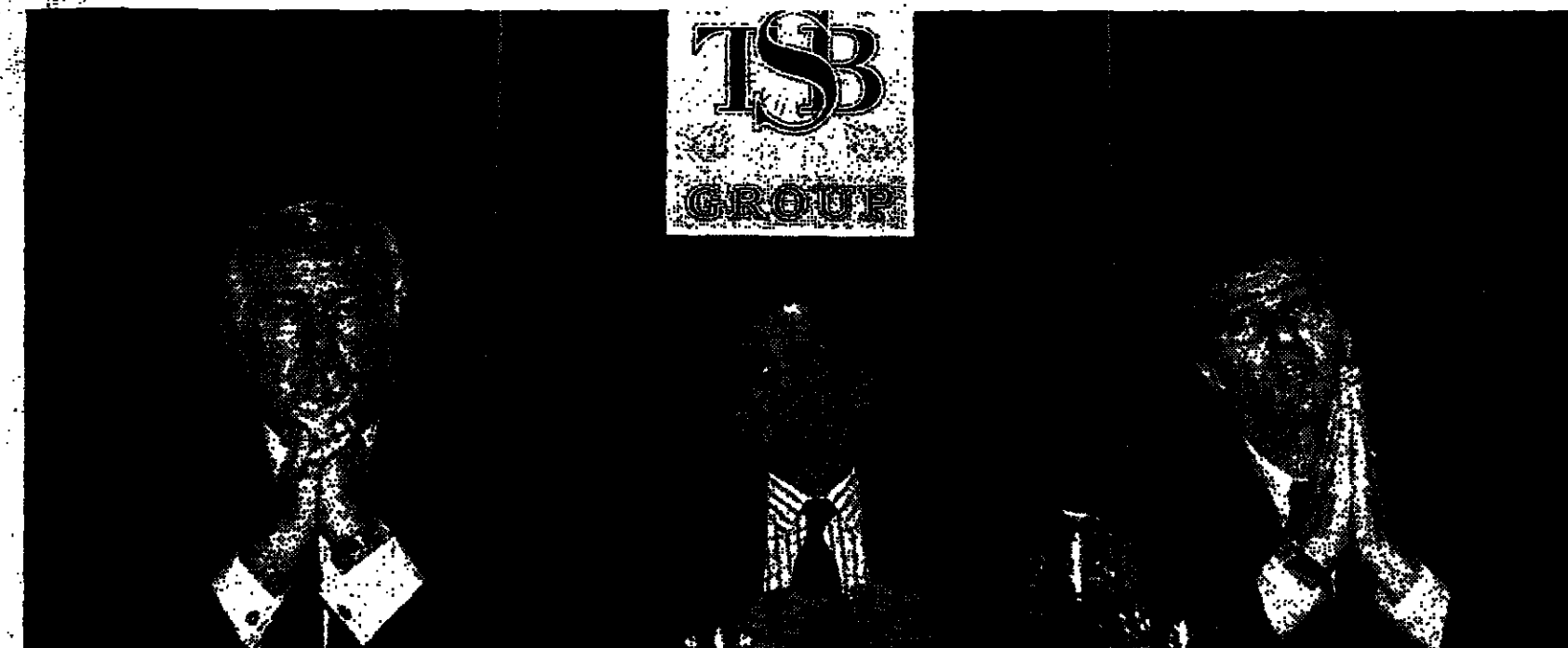
TSB will pay an unchanged interim dividend of 3.18p per share.

TSB executives stressed that the Hill Samuel result obscured progress elsewhere in the group to bring costs under control, and

secure the benefits of TSB's involvement in different types of services such as insurance and finance.

Although all UK clearing banks have been badly hit by the recession, the TSB result is the worst so far. The big four clearing banks made £3bn of provisions for bad debts last year, but all reported a profit for 1990. Analysts said the TSB result showed that the clearers were still likely to bear the marks of recession when they report their results for the first half in early August.

Lex, Page 18



Doleful delivery: (from left) Don McCrickard, TSB chief executive, Sir Nicholas Goodison, chairman, and Hugh Freedberg, Hill Samuel's chief executive

Tale of diversity and disaster

TSB Group can blame its loss on entering an unfamiliar area, reports David Lascelles

THE £150m (£266m) loss, which Trustee Savings Bank Group announced yesterday, was far worse than the City of London had expected, and must by any standards rate as a disaster for the UK's sixth largest clearing bank. Yet the group's share price hardly budged, closing down only 1p at 145p on the day.

To some extent, this reflects the success of a TSB damage limitation exercise which began with a sharp profits warning by Sir Nicholas Goodison, chairman, in March. But it also underlines two key facts about TSB.

One is that the group's problems are confined to a specific area - Hill Samuel, the merchant banking arm - while other parts are turning in a profit, and a second is that the size of the losses was exaggerated by the eagerness of new management to give Hill Samuel a thorough clean-out.

A full-scale review of every loan on the book showed that 10 per cent of them had gone bad, much the highest loss rate among the big banks. The resulting provisions pushed Hill Samuel into a £318m loss.

The reasons for this disaster are a tale of thwarted banking ambitions and admitted incompetence. Sir Nicholas Goodison, chairman, said: "The recession, but also poor management and poor judgment."

When TSB bought Hill Samuel for £777m in 1987, it intended to use it as a vehicle to enter the corporate loan market. It had never touched. Through a combination of aggressive pricing and vigorous marketing, it rapidly built up a £5bn loan book. But much of it was of low quality, and highly vulnerable to the recession, epitomised by Hill Samuel's biggest headache, its £125m exposure to Brent Walker, the property and leisure group, now in financial trouble.

So there is to be a change of

TSB GROUP		
Shareholders' funds (£m)		
DATE	AMOUNT	EVENT
1986	1,620	Floated
1987	2,269	Bought Target Life for £277m
1988	1,866	Bought Hill Samuel for £777m
1989	1,853	£125m charge for reorganisation
1990	1,814	£20m write-off on Target sale
1991*	1,660	£318m loss in Hill Samuel

direction. Mr Hugh Freedberg, the new boss at Hill Samuel who is conducting the clean-out, says: "Quality of assets is more important than market share." From now on, the loan book will grow at a more restrained pace. If at all, Hill Samuel will concentrate on its more traditional role of providing merchant banking services to medium and small-sized companies.

The loss was partially offset by a better performance from TSB itself, which includes retail banking and the sale of investment and insurance services. It reported profits of £197m, an 21 per cent increase.

Mr Peter Ellwood, who heads this division, has been cutting costs, and upgrading the business by redeploying branches and training staff. He is optimistic that TSB can hold a strong position.

However, the better news from TSB was totally overshadowed by Hill Samuel, and yesterday's result was a disaster for the group. Mr John Aitken, analyst at County NatWest, said the result was "appalling" and suggested that more heads should roll. "I think Sir Nicholas and others who had tenure should do the decent thing," he said, pointing to the recent departure of Sir Kit McMahon from the Midland Bank after its big losses. Sir

Nicholas, who took over at the beginning of 1989 when Hill Samuel was still expanding its loan book, said he had given a lot of thought to responsibility but he felt he had taken the required action by reducing the board to less than half its former size.

Mr Don McCrickard, group chief executive, agreed that he had been party to some of the larger bad lending decisions. "I don't feel happy about that at all," he said. "But you form your judgment on how things look at the time."

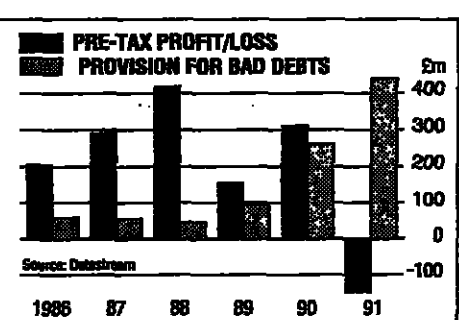
TSB has been cursed by a series of blunders since it was floated by the government in 1986. Lashed, Hill Samuel, bought in 1987, has now eaten up more than £1bn of TSB's capital. Target Life, also bought in 1987 but sold at a loss last year, cost the group another £300m. There has also been a £125m provision for reorganising the TSB structure to make it more efficient.

All this has reduced the £2.5bn of capital with which the TSB was endowed after the flotation to only £1.7bn, a fall of £800m, which Sir Nicholas described as "unsatisfactory".

However, it still leaves the TSB group one of the most strongly capitalised of the UK banks, which removes any worries that it may have to tap the market to repair the damage

done to its balance sheet.

The message that Sir Nicholas and his team were keen to get across yesterday is that TSB is coming to grips with the problems in Hill Samuel. Lending cri-



Source: Datastream

teria have been tightened; provisions should be past the worst (though that will depend on the UK economic recovery); and the group as a whole has plenty of strengths on which to build. The resilience of the share price suggests that the City of London shares that view.

What TSB has been unable to prove so far is that a financial supermarket combining traditional banking with merchant banking, insurance and investment services is a viable proposition. If anything, it has reinforced the conventional wisdom that banks always get into trouble when they try to move into new markets.

Lex, Page 18

Rothmans lifts profits by 21%

By Michio Nakamoto in London

ROTHMANS International, the tobacco and luxury goods subsidiary, principally Dunhill Holdings in which it has a controlling interest, and Carlier, were affected by the worldwide downturn in consumer spending, weaker export currencies and the lack of travellers due to problems in the Middle East, particularly in the latter part of the financial year.

Turnover in its luxury products subsidiaries fell 8 per cent to £208m (£227m).

However, Lord Swaythling said that, because of the nature of the group's luxury products, sales were unlikely to have been affected as much by the recession as other consumer products.

Rothmans achieved higher operating profits in its two core businesses. On the tobacco side operating profits rose by 8 per cent to £251.5m (£234.5m). The luxury products business

also helped operating profit by 7 per cent through improved efficiencies and productivity gains.

Carlier Monde, the group's chief associated undertaking, raised operating profit by 17 per cent in dollar terms, although this was restricted to 3 per cent in sterling terms.

Net liquid funds rose to £713.6m from £702.4m, a relatively modest improvement due to adverse exchange rates.

Acquisitions totalled £161m, including £73m related to the purchase of Theodoros Nemeier B.V., the Netherlands based company producing fine-cut and pipe tobacco.

Earnings per share were 78.5p (64.4p) and a final dividend of 11.7p (9.2p) per ordinary share and "B" ordinary share is recommended, making a total of 18.5p (14.4p).

Lex, Page 18

Tapie in plan to cut Adidas debt

By George Graham in Paris

MR BERNARD TAPIE, the flamboyant French financier who last year paid an estimated FF700m (£83m) to take control of the Adidas sporting goods group, is working on a plan to bring in outside investors in a bid to pay off some of his debt.

Mr Tapie, who is due to make a first repayment of FF600m to his bankers in August, has announced a plan to open up the capital of BT, the German holding company through which he controls 95 per cent of Adidas, to its managers and to institutional investors.

The management of Adidas, led by Mr René Jäggli, could take around 10 per cent of the capital, with a further 35 per cent going to institutions.

Mr Tapie said these institutions would probably include Crédit Lyonnais, the French state-owned bank which has traditionally been one of his main backers and which is already exposed to FF750m of the first FF1.6bn loan he contracted for the Adidas purchase.

From the moment last July that he first announced his plan to acquire Adidas - at the time a loss-making concern - bankers have expressed doubts about Mr Tapie's ability to finance the deal.

Mr Tapie, whose business career has been built mostly on the purchase and rapid turnaround of bankrupt companies, first paid FF1.6bn to the four daughters of Mr Horst Dassler, Adidas's founder, for 80 per cent in the company, and then bought a further 15 per cent stake from Metro, the Swiss retailer, for about an extra FF400m.

In the absence of immediate information on the financing of the deal, the Commission des Opérations de Bourse (COB), France's stock market watchdog, suspended the shares of all Mr Tapie's listed companies.

Since then, Mr Tapie has said he intended both to increase the capital of BT Finance, his main listed French holding company, by some FF800m and to sell off all his group's other assets, including Tassat and Terrillon, the weighing machine makers, La Vie Claire, a chain of health food shops, and Donnay, the tennis racquet company.

The capital increase for BT Finance, of which Mr Tapie controls 57 per cent, has not been totally ruled out but the entrepreneur is thought likely to prefer opening the capital of his German holding company. He also raises the possibility of a stock market introduction for this company in 1992 or 1993.

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INTERNATIONAL COMPANIES AND FINANCE

Creditors must agree on Federconsorzi plan today

By Haig Simonian in Milan

CREDITORS of Federconsorzi, the financially-troubled Italian farm services group, must decide today whether to accept the voluntary liquidation plan put forward by the farm minister, Mr Giovanni Goria.

Failure to reach agreement on the voluntary scheme, which has been strongly opposed by foreign bank creditors, could trigger the collapse of the plan and lead to the much lengthier and costlier alternative of a court-supervised forced liquidation.

Italy's leading banks have agreed in principle to the voluntary scheme. However, foreign bank creditors, which met on Wednesday to discuss their response, have not revealed their position.

Mr Guido Rosa, the head of the Foreign Bankers' Association in Italy, said the banks had agreed not to comment on their decision.

However, it seems likely that the foreign banks will ask for more time, and possibly more detailed information,

pending a later response.

In a clear threat to those foreign banks agitating most strongly over their credits to Federconsorzi, a top Italian banking official warned that if foreign banks did not play the game in Italy, they "would not be in as favourable a position as otherwise".

On the other hand, a policy of co-operation "would not be ignored", he said. The implicit reward appeared to be preferential treatment in Italy's substantial international borrowing activities.

According to the Federconsorzi rescue proposals, many details of which have still to be resolved, bank creditors must agree to a moratorium on interest and principle as of January 1992.

The plan allows for some smaller trade creditors to be paid off, while other larger creditors will be invited to take equity in a new company to be created from Federconsorzi's assets.

While there are signs of a

narrowing of differences between foreign and domestic bank creditors over Federconsorzi's problems, a wide split remains over the Agrifactoring issue, the subsidiary of the state-owned Banca Nazionale del Lavoro (BNL) group.

Foreign bankers argue the two issues are not linked, and place responsibility for Agrifactoring's borrowing exclusively with BNL.

However, there are some signs that the Italian authorities are trying to establish an informal compromise. That would involve a trade-off between foreign bank agreement to the Federconsorzi voluntary liquidation, in return for some, as yet unspecified, commitment on the part of the authorities to help resolve the Agrifactoring issue.

A possible agreement might involve a commitment by BNL to pay Agrifactoring's creditors, but only at a discount reflecting the loss taken on Federconsorzi's borrowings, rather than at face value.

Walker takes his fight to court

By Maggie Urry

MR GEORGE WALKER, the ousted chief executive of Brent Walker, had writs served yesterday on eight of the nine banks in the steering committee of lenders to the UK company, which is in the middle of a financial restructuring.

The writs seek an injunction to stop the banks voting shares they hold to remove Mr Walker from the board at a special shareholders' meeting next Tuesday. Mr Walker also wants to stop the banks imposing his removal as a condition of the restructuring. The High Court is expected to hear the case next Monday.

The group was hoping that approvals for the restructuring from its 47 banks and the seven banks which have lent to William Hill, its bookmaking subsidiary, would arrive by this weekend. One banker said, though, that Mr Walker's legal moves were slowing the process of approval.

Mr Walker argues that the banks cannot say his removal is a condition of the restructuring because Standard Chartered, the head of the banks' steering committee, wrote him a letter dated November 27 1990, saying he would remain as chief executive of the group until he retired at 65. He is 65 in April 1991. The letter was written at the time of a £101.9m convertible bond issue, in which Mr Walker and his family invested £22m.

As well as Standard Chartered, the banks named are Lloyds, Hill Samuel, Arab Bank, Bank of Tokyo, Credit Agricole, Bank of Yokohama, Svenska Handelsbanken and TSB. Not included is Credit Suisse, a member of the steering committee which has indicated it will vote for him to stay on the board.

Ms Denise Kingsmill, Mr Walker's solicitor, expects writs to be issued today against Brent Walker in connection with compensation for loss of office for himself, Mrs Jean Walker, his wife and also a director, and Mr Jason Walker, his son. He is expected to claim around £1.5m to £2m from the company as well as £20m compensation from the banks.

Endesa to lift its stake in Sevillana to 33.5%

By Tom Burns in Madrid

ENDESA, the government-controlled utility, is to increase its shareholding in Sevillana, the private generator that supplies Southern Spain, to 33.5 per cent, under last minute compromise agreed yesterday that paves the way for a large scale reorganisation of the fragmented domestic electricity sector.

The agreement put an end to an acrimonious dispute between the companies and averted a hostile takeover bid by Endesa that Sevillana, which had alleged unfair competition by the public utility, had threatened to put before the European Commission.

Full details of the deal have not been revealed. However, it is understood that Sevillana's management will remain in control of the company and the Instituto Nacional de Industria (INI), Spain's public sector holding company, will reduce its 76 holding in Endesa to allow Sevillana shareholders to buy into its equity.

Sevillana will allow Endesa, which already owns 9.8 per cent of the company, to raise its shareholding beyond 20 per cent. Endesa relinquished its aim to acquire 40 per cent of Sevillana and exert management control.

"In the circumstances this is a very good deal for Sevillana for it will protect its minority shareholders and maintain its independence," said Mr Jaime Carvajal, chairman of the merchant bank Iberdrola that was advising the private utility. Sevillana and Endesa are likely to reveal wide-ranging plans for joint industrial projects.

Mr Claudio Aranzadi, the Industry Minister, said that a link up between the two companies was the result of a "logical process". Endesa, which sells the bulk of what it produces to Spain's private utilities, for it has limited distribution of its own, was anxious to boost its consumer base while Sevillana

was in need of greater capitalisation.

Mr Aranzadi said that he now expected the domestic electricity sector to be reorganised around three main groups that would absorb the smaller companies, comprising Iberdrola and Hidrota, the two main private utilities which agreed on a merger last month. The second would be based on the Endesa and Sevillana agreement and the third group would be built around Union Fenosa, the third-ranked private utility, and one of the most profitable in the sector.

Yesterday's agreement allows Mr Aranzadi to put the final touches to a long overdue National Energy Plan that will lay down the guidelines of the domestic power sector for the rest of the decade. On the basis of this plan, which will be announced by the government next month, the three emerging utility groups are expected to agree on a number of asset swaps to allow each a similar energy mix.

BPB plans £125.5m rights issue

By Andrew Taylor in London

BPB Industries, Europe's biggest plasterboard manufacturer which is involved in a price war in the UK, France and Germany, yesterday announced plans to raise £125.5m (\$205.82m) through a rights issue.

The British company blamed falling European prices and the recession in the UK construction market for a 28 per cent fall in pre-tax profits from £126.4m to £90.8m during the 12 months to the end of March. It is offering shareholders one new share at 150p for every five already owned. BPB's share price slid 22p to 157p on the announcement.

The cash call, which has been fully underwritten by N.M. Rothschild, takes the total amount of money sought this year by UK construction and building material companies from rights issues to well over £1bn.

Altus to proceed with US bid

By George Graham in Paris

ALTUS FINANCE, the investment banking and arbitrage subsidiary of France's state-owned Crédit Lyonnais bank, is still in the market to acquire Executive Life, the troubled Californian insurance company under the management of the state insurance commissioner, despite the withdrawal of the companies named as its backers.

An Altus spokesman said yesterday that an investor group is still in place and other

parties are discussing joining the group. "Financial commitments from group members will be forthcoming at such time as a definitive agreement with the conservator is reached," he added.

Navigation Mixte, the champagne to orange groves conglomerate which had previously been named by Mr John Garamendi, the California insurance commissioner, as one of Altus's backers, had earlier said it had not given

its agreement to the bid. Mr Jean-François Hélin, Altus's chief executive, has repeatedly refused to respond to questions about his company's offer for Executive Life, itself part of the First Executive Corp.

It is understood, however, that Altus's consortium is alone in seeking to acquire Executive Life, which collapsed in April under the burden of its large junk bond portfolio.

Locstar plans voluntary liquidation

LOCSTAR, the European satellite message service operator, is preparing to go into voluntary liquidation, a spokesman for the company said yesterday, writes William Dawkins in Paris.

The group, launched three years ago by the French Centre National d'Etudes Spatiales, with Geostar, a US satellite telecommunications group, is

short of FF950m (\$82.5m) worth of financial guarantees, an official told AFP, the French news agency.

Locstar offers cheap mobile communications and location finding for trucks and ships and has struggled against competition from a similar service which started operation at the start of this year run by Alcatel, the French telecommu-

nications group with Qualcomm, another US satellite message group.

Mr Jean-Jacques Sussel, Locstar's president, is expected to propose liquidation to a shareholders' meeting before the end of July, said the spokesman. Its shareholders also include British Aerospace, Alcatel of France and Daimler-Benz of Germany.

Matra to pull out of Ufima

By George Graham

MATRA, the French electronics group, plans to withdraw from Ufima, the loss-making car components company in which it partners Italy's Fiat.

Mr Frédéric d'Allest, Matra's managing director, said the group was studying with Fiat and with the car-makers concerned the restructuring necessary for Ufima and the conditions for Matra's withdrawal.

"It is no longer a major strategic axis for us," Mr d'Allest said.

Matra has 35 per cent of Ufima, which includes car electronics companies such as Velgia, Jaeger and Solex, to Fiat's 65 per cent.

Ufima's results have been sliding for two years, and last year fell into the red on sales of FF9.8m. It made a negative contribution to Matra's net earnings of FF22m (\$3.6m).

Fund agrees to Nkr1.5bn cash injection for Fokus

By Karen Fossell in Oslo

THE Norwegian commercial banks' Guarantee Fund, which as a financial safety net for the sector, yesterday agreed to a conditional transfer of Nkr1.5bn (\$215.5m) in preference capital to prop up the troubled Fokus Bank, Norway's third biggest bank.

Last December, the fund provided Fokus with a conditional Nkr1.5bn guarantee to help it meet new capital adequacy rules. That guarantee is to be converted into the new cash transfer.

The bank's shares moved from an all-time low of Nkr1.50 on Wednesday to Nkr18 yesterday on news of the capital injection.

Mr Trond Reinertsen, head of the fund, explained that the preference capital is a new instrument developed by the fund which has higher priority than preferential share capital. He said the cash will better serve the bank than the (paper) guarantee, with the added

advantage of being able to earn interest for Fokus.

But the fund laid down stringent conditions, including a demand that Fokus write down the par value of its shares to Nkr10 from Nkr50, to cover losses. In December, the fund required Fokus to write down the par value of its shares by 50 per cent to Nkr50 in exchange for the guarantee.

Fokus must also cut costs by 20 per cent during 1991-92 and submit a plan on how the bank will be brought into balance by the end of 1992 while working to secure fresh equity capital.

The fund also said that the central bank must support the liquidity of Fokus.

In the first four months of this year, operating losses at Fokus more than doubled to Nkr256.6m and the bank warned of a poor performance for the full year, making it difficult to comply with the fund's demand to secure the legally-required equity capital.

RWE sees increase in profits

By Andrew Fisher in Frankfurt

RWE, the German energy and industrial group, said it would report a higher profit for the financial year to June 30 1991, and plans a heavy investment programme in east Germany.

Net profits would be well above the DM784m (\$440m) of 1989-90. All divisions except waste management, which is still being built up, contributed to the improvement, enhanced by the one-off impact on profits of a change of year-end at its Rheinbraun coal subsidiary.

Turnover was 18.4 per cent higher at DM43.8m (\$27.7m).

Mr Friedhelm Glucke, chief executive, had already indicated that the dividend would be increased from last year's DM10.

Elaborating on RWE's investment plans, he said yesterday that spending in east Germany would rise to DM2bn.

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INTERNATIONAL COMPANIES AND FINANCE

Autolatina hurt by price controls

By Martin Dickson in New York and Christina Lamb in Rio de Janeiro

FORD Motor of the US said that Autolatina, its Brazilian joint venture with Volkswagen of Germany, has been losing \$40m to \$60m a month since the government imposed price controls in February.

Mr Louis Ross, executive vice-president for Ford's international automotive operations, said in an interview at the group's Detroit headquarters that Brazil's soaring inflation meant Autolatina's wage bill was rising much faster than prices, which have been restrained by the government. He said the wage bill rose 78% in April and May, while price increases and tax concessions had amounted to 19.3% since March.

The losses had been initially running at \$80m a month, but this was now down to \$40m.

Ford and Volkswagen are

not alone in their complaints. General Motors recently moved its headquarters for Latin America from Sao Paulo to Miami, and in a recent interview Mr Jany Mendonça, head of Brazil's Vehicle Producers' Association, said that the country's total vehicle production had dropped by 20 per cent since last year.

Ford and Volkswagen have asked the government to allow them to raise prices by 45 per cent. However, at a meeting with officials earlier this month the car-makers were allowed an average increase of only 6.5 per cent, although the tax burden on vehicles was also reduced temporarily.

The companies believe that prices are still far below what they need to break even. Suppliers, facing the same problem, have intermittently

stopped production of parts such as tyres, causing further disruption.

Autolatina, as one of Brazil's biggest industrial operations - employing 50,000 workers as well as providing considerable indirect employment - has traditionally commanded strong lobbying power. But since President Collor took office last year, threatening to break up cartels and dismantling protectionism, the company has been locked in battle with the government.

Before the price freeze was imposed, the company was asked several times to explain "abusive price rises" and job cuts.

Mr Ross said that Ford and Volkswagen were considering what investments in Autolatina could be deferred and acknowledged that the situa-

tion might make the companies reconsider their long-term commitment to the Brazilian market.

Autolatina has 57 per cent share of the car and truck market, but Brazil is now producing more cars than at the start of the decade.

According to Mr Ross, Autolatina earned profits in 1989 and 1990 despite a 6 per cent contraction in Brazil's economy last year. However, losses in 1991 might exceed the profits earned in the two previous years.

Fort's problems in Brazil could not have come at a worse time. As with other US automobile manufacturers, it is expected to announce heavy second-quarter losses next month due to increased competition in the US market and reduced profitability in Europe.

PPG enters joint venture with Swedish paint maker

By Ian Hamilton Fazey

PPG Industries, the US-based world market leader in painting cars during manufacture, has taken 51 per cent of a joint venture with Wilhelm Becker, Sweden's leading industrial paint maker.

The move signals an industrial marketing war - involving PPG, ICI of Britain and two German companies, BASF and Herberts - for control of the paint shops of Volvo, Saab and General Motors throughout Scandinavia.

The new venture, to be called PPG-Becker, will only involve Becker's automotive paints. Although the headquarters will be at Becker's main industrial coatings offices and research centre in Marsta, near Stockholm's Arlanda airport, PPG will control the venture.

"We expect to substantially tighten our grip on European markets," said Mr Austin O'Malley, a director of PPG-Europe.

PPG did not disclose the size of its investment in the venture, nor would it reveal if it had plans eventually to bid for the whole of Becker's industrial coatings business.

PPG's increasing dominance in the industry stems from its development of advanced systems for electro-coating car bodies. The process developed by the company involves undercoating, the principal element in automotive anti-corrosion guarantees.

Early car-painting methods developed by ICI and Herberts wired the car body as an anode so that negatively charged particles of resin and pigment stuck to it when it was dipped into a tank of paint.

In 1976, PPG developed the first commercially viable system in which the resin and pigment could be charged positively, with the car body wired as a cathode. This enabled the paint to deposit more evenly and bond better. Using the new process, car makers for the first time could meet Canada's six-year anti-corrosion standards - the world's toughest.

The result has been that PPG now has 65 per cent of all electro-coating tanks in the world, while another 30 per cent use PPG technology under licence.

The technology has made PPG the leader for all automotive coatings applied in the factory, with 21 per cent of the \$2bn (\$3.36bn) world market.

Saab uses Herberts technology, while Volvo's suppliers ICI and BASF - are licensors of early versions of PPG's technology.

Sharp contrast posed by Argentine phone companies

By John Barham in Buenos Aires

ARGENTINE officials are puzzled by preliminary financial statements from the country's two recently privatised telephone operators.

The companies have reported sharply divergent profit figures, even though their sales are roughly comparable. One operator reported profits 60 times greater than its competitor.

In November, Argentina divided its state-owned telephone network in two, selling one half to a consortium led by Spain's Telefonía and the other half to a consortium jointly led by STET of Italy and France Telecom. The privatisation raised \$214m in cash and retired \$5.03bn of foreign debt.

According to unaudited figures sent to the National Tele-

communications Commission (CNT), the Spanish consortium which operates the network in southern Argentina, said it had earned \$36.7m on sales of \$408.2m in the period to March 31. The French-Italian network, which covers northern Argentina, said it had earned just \$600,000 on sales of \$319.4m.

Executives of the northern network claim their lower profits are due to rigorous implementation of depreciation and inflation-accounting rules.

CNT officials may request an independent audit.

Telefonía's Argentine partners are unhappy with its management. An executive said that the Spanish wanted full control of the company and wished to shut out the Argentine partners.

Equitable Life's ratings under review by Moody's

By Nikki Tait in New York

MOODY'S said yesterday it was reviewing the ratings assigned to Equitable Life, the large life insurance company currently in talks with Axa Groupe of France over a possible \$1m capital injection.

The move by the US rating agency seems set to put further pressure on these discussions, which have dragged on for some weeks as the two companies and insurance regulators attempt to work out the details of a highly complex deal.

Moody's said it had placed the A3 financial rating of Equitable on review "with direction uncertain" - meaning that it could be either raised or lowered.

It suggested its conclusions would be affected by the "timing, success and adequacy of the capital raising process, as

well as the uncertainties associated with Equitable's enhanced yield and commercial real estate exposures". Equitable has relatively sizeable portions of its investment portfolio in these two areas.

Axa's chairman, Mr Claude Bébéar, announced earlier this month the French company had reached agreement in principle with Equitable. However, formulating a deal which satisfies the two parties and the New York state insurance regulators has proved difficult.

Axa had planned to inject the funds in return for a minority stake when Equitable turns itself from a mutual company into one owned by shareholders next year. Objections centre on the difficulty of projecting Equitable's value at the time of the demutualisation.

Pfizer readies securities issue

Pfizer, the drugs, health-care and chemicals group, yesterday announced a shelf registration with the US Securities and Exchange Commission which would allow it to issue up to \$750m of debt securities, writes Nikki Tait.

Pfizer, which has not issued public debt securities for a decade, said it would use any proceeds for "general corporate purposes, including the reduction of corporate borrowings".

Standard & Poor's, which is putting an AAA rating on the securities, noted that the group's pharmaceutical research spending tops \$750m a year and that Pfizer is also developing medical device and consumer products divisions.

Eljer and Jacuzzi reach no agreement in bid talks

By Nikki Tait in New York

SHARES in Eljer Industries slumped a further 11% to \$18 yesterday morning after the Texas-based manufacturer of heating, plumbing and ventilation equipment announced that a meeting with Jacuzzi, the whirlpool bath-maker, had brought no agreement on the latter's \$200-million bid offer.

Jacuzzi, based in California, is owned by Britain's Hanson group. Its potential offer would value Eljer at \$145m.

In a statement, Eljer said the two companies had agreed that, before pursuing the matter, they would need to "further discuss and analyse the implications of a recent adverse (court) decision... in

Eljer's lawsuit against its insurers, regarding insurance coverage for the polyethylene plumbing system manufactured and sold by US Brass Corp". US Brass is a wholly-owned subsidiary of Eljer.

A spokesman for Eljer said no further meeting had been scheduled. Eljer revealed earlier this month that a US district court had ruled against it in a suit centred on the insurance coverage for a plumbing system made by US Brass. Eljer is appealing the decision, but has warned that the effect on its financial position could be material if the latest decision is upheld.

Notification of Dividend

The Annual General meeting held on 27th June 1991 confirmed the distribution of a dividend of DM 13 per share of nominal value DM 50 for the financial year 1990.

The dividend will be paid on or after 28th June 1991 net of 25% withholding tax against submission of dividend coupon No. 9 as appropriate at one of the paying agents listed in issue No. 117, dated 28th June 1991, of the German Federal Gazette, the "Bundesanzeiger".

In accordance with the Double Taxation Agreement of 26th November 1964, as amended on 23rd March 1970, between the United Kingdom and the Federal Republic of Germany, withholding tax in respect of shareholders resident in the United Kingdom is reduced from 25% to 15%.

To claim this reduction, shareholders must submit an application for reimbursement before 31st December 1992, to the Bundesamt für Finanzen, Koblenzer Straße 63-65, D-5300 Bonn-Bad Godesberg.

In the United Kingdom the dividend payment, which is free of charge, will be made in Pounds Sterling with conversion from Deutschmarks at the rate prevailing on the day of submission of the dividend coupon and will take place through the London offices of the following Companies:

S. G. Warburg & Co. Ltd., 33 King William Street, London EC4R 9AS.

Morgan Grenfell & Co. Limited, 23 Great Winchester Street, London EC2P 2AX.

The Board of Executive Directors
BASF Aktiengesellschaft

D-6700 Ludwigshafen/Rhine, June 28th, 1991

BASF

RICHEMONT

Compagnie Financière Richemont AG, Zug, Switzerland

Consolidated results for the year ended March 31, 1991

The Board of Directors of Compagnie Financière Richemont AG is pleased to report the consolidated results of the group for the year ended March 31, 1991.

	1991	1990
Gross sales revenue	£6,448.5 m	£5,905.3 m
Net sales revenue	£2,988.3 m	£2,861.5 m
Net profit attributable to unitholders	£177.3 m	£146.3 m
Earnings per unit	£308.70	£254.70
Dividend per unit	£50.62½	£41.25
Unitholders' funds	£1,141.0 m	£977.0 m
Net assets per unit	£1,987.10	£1,701.50

For the year ended March 31, 1991 Richemont has produced satisfactory results with good performances from both the tobacco and luxury goods interests. Net profit attributable to unitholders increased by 21.2 per cent to £177.3 million on gross sales revenues of £6,448.5 million, some 9.2 per cent higher than in the prior year.

The Board of Directors is pleased to announce that the dividend to be paid to unitholders in respect of the year will be £50.62½ per unit.

Richemont operates in the fields of tobacco products and luxury goods. Richemont's tobacco interests are held through Rothmans International p.l.c., whose group operating companies produce a wide range of cigarettes, cigars and smoking tobaccos. Its investments in the luxury goods industry are held through its controlling interests in Cartier Monde SA, including Cartier, Piaget and Baume & Mercier, and Dunhill Holdings PLC, including Alfred Dunhill, Montblanc and Chloé.

Copies of the annual report can be obtained from the Company Secretary at the addresses listed below:

Compagnie Financière Richemont AG
Weinbergstrasse 5
6300 Zug, Switzerland
Telephone: (042) 21 03 64
Telefax: (042) 21 71 02

Richemont International Limited
15 Hill Street
London W1X 7FB, England
Telephone: (071) 499 2539
Telefax: (071) 491 0524

H A V A S
DIVIDEND PAYMENT

In response to the wish expressed by many shareholders the Annual General Meeting of Havas on June 21, 1991 decided for the first time that each shareholder would be entitled to opt for payment of the dividend, amounting to FF 6.90 excluding related *avoir-fiscal* tax credit or tax payment, either in cash or in shares.

The price of shares issued in payment of the dividend has been set at 90% of the average of opening quotations for Havas shares during the 20 bourse trading days preceding the Meeting of Shareholders, less the net dividend payable. The price is thus FF 437 per share, compared with the market price of FF 465 on June 19.

Shareholders may communicate their preference from July 16 to August 10, 1991, inclusive, to their custodian banker or broker.

The new shares will be available from September 6, 1991. Shareholders who have opted to receive their dividend in cash and those who have not expressed a preference will receive a cash payment as of August 30, 1991.

(in millions FF)	1990	Development 1990/1989	Development 1990/1986
Revenues	23,660 FF	+ 25.4%	x 2.1
Net profit	1,154 FF	+ 18.3%	x 2.7
Earnings per share	30.00 FF	+ 17.6%	x 2.4
Dividend per share including tax credit	10.35 FF	+ 28.0%	x 4.3

In the first five months of 1991 revenues rose 17.1%. International business was up 50% and accounted for 28.2% of total revenues, compared with 23.4% in 1990.



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U.S.\$4,000,000,000
Floating Rate Notes Due 1996

In accordance with the provisions of the Notes, notice is hereby given that, for the three month period 28th June, 1991 to 30th September, 1991, the Notes will bear interest at the rate of 5 1/8% per annum. Coupon No. 20 will therefore be payable on 30th September, 1991, at the rate of US\$7,751.74 from Notes of US\$500,000 nominal and US\$155.63 from Notes of US\$10,000 nominal.

S.G. Warburg & Co. Ltd.
Agent Bank



Santa Barbara Savings
and Loan Association
(Incorporated under the laws of the State of California)

U.S. \$400,000,000
Collateralized Floating Rate Notes
due September 1996

Notice is hereby given that the Rate of Interest has been fixed at 6.25% p.a. and that the Interest payable on the relevant Interest Payment Date, September 30, 1991, against Coupon No. 20 in respect of U.S.\$100,000 nominal of the Notes will be U.S.\$1,631.94.

June 28, 1991, London
By: Citibank, N.A. (CSSI Dept.), Agent Bank

£175,000,000
FGIC Guaranteed
Funding Ltd

Floating Rate Notes due 2001
Guaranteed as to the scheduled payments of Principal and Interest pursuant to a Standby Bond issued by Financial Guaranty Insurance Company

In accordance with the provisions of the Notes, notice is hereby given that for the interest period from June 28, 1991 to September 28, 1991 the Notes will carry interest at the rate of 12.025% per annum. Interest payable on September 28, 1991 will amount to £20,308.59 on each £1,000,000 Note.

By: The Chase Manhattan Bank, N.A. London Branch, Agent Bank

BANQUE NATIONALE
DE PARIS S.A. & CO
(DEUTSCHLAND) OHG
USD 250,000,000
Floating Rate Subordinated
Loan due 2006 to

THE HOKURIKU BANK LTD
Notice is hereby given that the rate of interest for the period from June 28th, 1991 to September 30th, 1991 has been fixed at 6.5375 per cent. The coupon amount due for this period is USD 4,287.55 per USD 250,000 denomination and is payable on the interest payment date September 30th, 1991.

The Fiscal Agent
Banque Nationale de Paris
(Luxembourg) S.A.

US\$100,000,000
Floating rate
participation
certificates due 1992

Issued by Morgan Guaranty GmbH for the purpose of making a loan to Istituto per lo Sviluppo Economico dell'Italia Meridionale (a statutory body of the Republic of Italy incorporated under Law No. 298 of April 11, 1953).

In accordance with the terms and conditions of the Certificates, the rate of interest for the Interest Determination Period 28 June, 1991 to 31 July, 1991 has been fixed at 6 1/4% per annum. Interest accrued for the above period and payable on 31 July, 1991 will amount to US\$3,011.00 per US\$10,000 Certificate. Total interest payable value 31 July, 1991 will amount to US\$331.09 per US\$10,000 Certificate.

Agent: Morgan Guaranty
Trust Company
JPMorgan

US\$100,000,000
Secured Floating Rate Notes due 1993
Interest Rate 6.625% p.a. Interest Period June 28, 1991 to December 30, 1991. Interest payable per US\$10,000 Note US\$1,702.26.

June 28, 1991, London
By: Citibank, N.A. (CSSI Dept.), Agent Bank

US\$ 1,200,000,000
Subordinated Floating Rate Notes 2000

In accordance with the provisions of the Notes, notice is hereby given that the interest rate for the three month period commencing 27th June, 1991 will be 6.4875% per annum. Coupon Payment Date 27th September, 1991.

Coupon Amounts will be
US\$ 16,579.17 on Notes of US\$ 1,000,000
US\$ 8,289.58 on Notes of US\$ 500,000
US\$ 1,657.92 on Notes of US\$ 100,000

AGENTS
MITSUI TAIYO KOBE TRUST
INTERNATIONAL LIMITED
Agent Bank

Commonwealth Bank
of Australia
(Formerly State Bank of Victoria, a corporation constituted under the State Bank Act 1968 of the State of Victoria, Australia)

U.S. \$125,000,000
10 Year Guaranteed
Extendible Floating
Rate Capital Notes

For the six months 27th June, 1991 to 27th December, 1991 the Notes will carry an interest rate of 6.675% per annum with a coupon amount of U.S.\$120.75 per U.S. \$10,000 Note, payable on 27th December, 1991.

Bankers Trust
Company, London Agent Bank

Sparbankernas Bank
(Swedish Bank)
Japanese Yen
10,000,000,000

Floating Rate Notes due 1993
For the period 21st June 1991 to 24th December 1991 the rate has been fixed at 7.72 per cent per annum and interest payable 24th December 1991 for Coupon No. 7 will be Yen 3,994,027 per Yen 100,000,000.

The Industrial Bank of Japan, Ltd.
Agent Bank

U.S. \$250,000,000



Crédit Lyonnais

Subordinated Floating
Rate Notes Due December 1999

Interest Rate 6 1/8% per annum
Interest Period 28th June 1991
31st December 1991
Interest Amount per
U.S. \$10,000 Note due
31st December 1991 U.S. \$339.06

Credit Suisse First Boston Limited
Reference Agent

TSB

TSB GROUP PLC
(Incorporated in Scotland with limited liability, registered number 9500)

£100,000,000 Perpetual Floating Rate Notes
Notice is hereby given that the Rate of Interest has been fixed at 11.95% and that the interest payable on the relevant Interest Payment Date September 30, 1991 against Coupon No. 6 in respect of £10,000 nominal amount of Notes will be £307.75.

June 28, 1991, London
By: Citibank, N.A. (CSSI Dept.), Agent Bank

U.S. \$75,000,000 Comerica Incorporated Floating Rate Subordinated Capital Notes Due 1997

Interest Rate 6.3125% per annum
Interest Period 28th June 1991
30th September 1991
Interest Amount per
U.S. \$50,000 Note due
30th September 1991 U.S. \$824.13

Credit Suisse First Boston Limited
Agent

CFX Credit for Exports PLC (Incorporated in England with limited liability)

U.S. \$155,000,000
Unsecured Floating Rate Notes
due 1985 to 1992

In accordance with the provisions of the Notes, notice is hereby given that the rate of interest for the period from 1st July 1991 to 2nd January 1992 has been established at 6.6875 per cent. per annum.

The interest payment date will be 2nd January 1992. Payment, which will amount to U.S.\$343.66 per Note, will be made against the relative coupon.

Agent Bank

Morgan Grenfell & Co. Limited

U.S. \$200,000,000 Hydro-Quebec Floating Rate Notes, Series FY, Due July 2002

Interest Period 24th January 1991
24th July 1991
Interest Amount per
U.S. \$10,000 Note due
24th July 1991 U.S. \$326.51

Credit Suisse First Boston Limited
Agent

U.S. \$200,000,000 CONTINENTAL ILLINOIS OVERSEAS FINANCE CORPORATION N.V.

(Incorporated with limited liability in the Netherlands Antilles)
GUARANTEED FLOATING RATE SUBORDINATED
NOTES DUE 1994
Guaranteed on a Subordinated basis by

Continental Illinois Corporation
(Incorporated with limited liability in Delaware, USA)

In accordance with the provisions of the Notes and the Reference Agency Agreement between Continental Illinois Overseas Finance Corporation N.V. and Citibank, N.A., dated June 24, 1992, notice is hereby given that the Rate of Interest has been fixed at 6.375% p.a. and that the interest payable on the relevant Interest Payment Date September 30, 1991 against Coupon No. 37 will be U.S.\$166.46 in respect of U.S. \$10,000 nominal amount of the Notes.

June 28, 1991, London
By: Citibank, N.A. (CIBI Dept), Agent Bank

CITIBANK

BANESTO FINANCE LIMITED USD 200,000,000 Subordinated Floating Rate Notes due 1994

In accordance with the terms and conditions of the notes, notice is hereby given that for the three months' period from June 28, 1991 to September 30, 1991 the notes will carry an interest rate of 6.8875% (including the margin of 0.70%). The coupon amount so calculated will be USD 17,984.03 for USD 1,000,000 denomination notes.

Banque Générale du Luxembourg S.A.
Reference Agent

U.S. \$100,000,000 African Development Bank Subordinated Floating Rate Notes due 1996

In accordance with the terms and conditions of the Notes, notice is hereby given that for the Interest Period from June 28, 1991 to December 31, 1991 the Notes will carry an interest rate of 6% per annum for 186 days. The amount payable per U.S. \$10,000 nominal amount will be U.S. \$339.06.

By: The Chase Manhattan Bank, N.A.
London, Agent Bank

June 28, 1991

CHASE

CITICORP U.S. \$350,000,000 Subordinated Floating Rate Notes Due November 27, 2005

Notice is hereby given that the Rate of Interest has been fixed at 6.225% in respect of the Original Notes and 6.3125% in respect of the Enhancement Notes, and that the interest payable on the relevant Interest Payment Date July 31, 1991 against Coupon No. 69 in respect of US\$10,000 nominal of the Notes will be US\$57.06 in respect of the Original Notes and US\$57.86 in respect of the Enhancement Notes.

June 28, 1991, London
By: Citibank, N.A. (CIBI Dept), Agent Bank

CITIBANK

U.S. \$400,000,000 BankAmerica Corporation Floating Rate Subordinated Capital Notes Due 1996

(originally issued by)
BankAmerica Overseas Finance Corporation N.V.

Interest Rate 6.3125% per annum
Interest Payment Date 30th September 1991
Interest Amount per
U.S. \$50,000 Note U.S. \$824.13

Credit Suisse First Boston Limited
Agent

Italex Limited (Incorporated in the Cayman Islands with limited liability)

U.S. \$230,000,000
Unsecured Floating Rate Notes
due 1989 to 1992

In accordance with the provisions of the Notes, notice is hereby given that the rate of interest for the period from 1st July 1991 to 2nd January 1992 has been established at 6.6875 per cent. per annum.

The interest payment date will be 2nd January 1992. Payment, which will amount to U.S.\$8,591.58 per Note, will be made against the relative coupon.

Agent Bank

Morgan Grenfell & Co. Limited

Wells Fargo & Company

US\$200,000,000
Floating rate subordinated
notes due 2000

In accordance with the provisions of the notes, notice is hereby given that for the Interest Period 28 June, 1991 to 31 July, 1991 the notes will carry an interest rate of 6 1/4 % per annum. Interest payable on the relevant interest payment date 31 July, 1991 will amount to US\$57.29 per US\$10,000 note and US\$286.45 per US\$50,000 note.

Agent: Morgan Guaranty
Trust Company

JPMorgan

Wells Fargo & Company

US\$150,000,000
Floating rate subordinated
notes due 1992

In accordance with the provisions of the notes, notice is hereby given that for the Interest Period 28 June, 1991 to 31 July, 1991 the notes will carry an interest rate of 6.225 % per annum. Interest payable on the relevant interest payment date 31 July, 1991 will amount to US\$57.06 per US\$10,000 note.

Agent: Morgan Guaranty
Trust Company

JPMorgan

Wells Fargo & Company

US\$100,000,000
Subordinated floating rate
capital notes due
September 1997

In accordance with the provisions of the notes, notice is hereby given that for the Interest Period 28 June, 1991 to 30 September, 1991 the notes will carry an interest rate of 6 1/4 % per annum. Interest payable on the relevant interest payment date 30 September, 1991 will amount to US\$164.83 per US\$10,000 note.

Agent: Morgan Guaranty
Trust Company

JPMorgan

BANCO DI ROMA

US\$200,000,000
Floating rate subordinated loan
participation certificates due 2001

Issued by Morgan Guaranty GmbH for the purpose of making a subordinated loan to Foreign Branches of Banco di Roma.

In accordance with the terms and conditions of the Certificates the Rate of Interest for the Interest Period 28 June, 1991 to 30 December, 1991 has been fixed at 6.4675%. Interest payable on the relevant interest payment date 30 December, 1991 will amount to US\$1,661.79 per US\$50,000 Certificate and US\$16,617.88 per US\$250,000 Certificate.

Agent: Morgan Guaranty
Trust Company

JPMorgan

DEN DANSKE BANK

US\$100,000,000
Subordinated floating rate notes
due 2000

(Issued by and in the name of Copenhagen Handelsbank A/S)

In accordance with the provisions of the notes, notice is hereby given that for the six months interest period from 28 June, 1991 to 31 December, 1991 the notes will carry an interest rate of 6 1/4 % per annum. The interest payable on the relevant interest payment date, 31 December, 1991 will amount to US\$335.83 per US\$10,000 note and US\$3,358.33 per US\$250,000 note.

Agent: Morgan Guaranty Trust Company

JPMorgan

U.S. \$500,000,000 CITICORP (Incorporated in Delaware)

Subordinated Floating Rate Notes Due January 30, 1998
Notice is hereby given that the Rate of Interest has been fixed at 6.20% and that the interest payable on the relevant Interest Payment Date July 31, 1991 against Coupon No. 65 in respect of US\$10,000 nominal of the Notes will be US\$56.83.

June 28, 1991, London
By: Citibank, N.A. (CIBI Dept), Agent Bank

CITIBANK

U.S. \$300,000,000 Bank of Greece Athens, Greece

Floating Rate Notes Due 1996

Interest Rate 6.7575% per annum
Interest Period 28th June 1991
28th December 1991

Interest Amount per
U.S. \$10,000 Note
U.S. \$402.32

Agent: Citibank, N.A. (CIBI Dept), Agent Bank

CITIBANK

Issue of up to U.S. \$250,000,000 Elders Resources Financial Services Pty Limited

Subordinated Guaranteed
Floating Rate Notes due 1996

For the interest period June 28, 1991 to December 30, 1991 the Notes will carry an interest rate of 7.2875% per annum. The interest payable on the relevant interest payment date, December 30, 1991 will be U.S. \$3,744.97 per U.S. \$100,000 Nominal Amount.

By: The Chase Manhattan Bank, N.A.
London, Agent Bank

June 28, 1991

CHASE

CITICORP U.S. \$500,000,000 Subordinated Floating Rate Notes Due October 25, 2005

Notice is hereby given that the Rate of Interest has been fixed at 6.225% and that the interest payable on the relevant Interest Payment Date July 31, 1991 against Coupon No. 69 in respect of US\$10,000 nominal of the Notes will be US\$57.06.

June 28, 1991, London
By: Citibank, N.A. (CIBI Dept), Agent Bank

CITIBANK

US \$200,000,000 Banco di Roma Floating Rate Depository Receipts due 1989

For the period from June 28, 1991 to September 30, 1991 the Notes will carry an interest rate of 6% per annum with an interest amount of U.S. \$1,616.03 per US\$100,000 Note.

The relevant interest payment date will be September 30, 1991.

Agent Bank:
Banque Paribas Luxembourg
Société Anonyme

NIPPON STEEL INTERNATIONAL FINANCE P.C.

US \$12,000,000
Floating Rate Notes 1992

Interest Period 28th June, 1991
to 30th September, 1991
Interest Rate 6.7875% per annum
Interest Payment due
30th September, 1991
per US \$100,000 Note US \$1,772.29

Agent Bank
Nippon Credit International Limited
London
28th June, 1991

INTERNATIONAL COMPANIES AND FINANCE

Seizing a chance to make a buck

Nikki Tait reports on the rising tide of shareholder lawsuits

WHEN Time Warner, the huge US entertainment and media group, announced plans to raise up to \$3.5bn through a cunningly contrived rights issue earlier this month, it may have suspected that it was treading on delicate ground.

Within a week, there was no doubt. Time Warner executives were sitting on a bundle of shareholder lawsuits, all protesting at the cash call. One lawyer claimed that no less than 15 actions were in the pipeline. Time Warner's lawyers said they had received six, of which three are class actions and three are derivative (brought by shareholders for the corporation).

In one sense, this is unsurprising. Litigation is familiar response in the US, and shareholder suits have long been an integral part of corporate life. A select band of law firms such as New York's Milberg Weiss, Philadelphia's Berger & Montague, or Greenfield & Chimicles in Haverford - specialise in this area, and few corporate deals or profit warnings seem to pass without one lawyer or another seizing the chance to make a buck.

Non-derivative shareholder suits usually take the form of "class actions," with the lawyers working on a contingency fee arrangement. This means that they share in monies recovered but take the risk of no fee if the action fails. But, while the procedure is well-established, it has been making headline news recently. Only last month, for example, there was the Apple Computer case, in which two former executives were found guilty of making "materially misleading statements" about prospects for a new disk drive which the company was developing in 1982.

The drive, known as the "twisty," was scrapped the following year when Apple shares fell sharply. Apple refused to settle, but, at the end of the day, the jury ruled that the two individuals were liable for an estimated \$100m of shareholder losses.

Then there was the Nordstrom case, where shareholders claimed the Seattle-based

retailer had failed to disclose potential liabilities stemming from past pay practices. Here, the defendant took a more pragmatic approach: the company agreed, in May, to pay \$7.5m to shareholders who had bought shares between February 1988 and March 1990.

Meanwhile, a rumbling shareholder suit at Sears Roebuck, brought to light a heap of internal management documents, and fuelled the debate over corporate governance at the country's largest retailer. Shareholders are claiming that Sears' restructuring plan, announced in 1988, was designed to entrench management, rather than benefit investors. Sears denies this.

And, not least, there has been the role played by class action lawyers in the securities

On the first score, there is certainly some evidence that the number of shareholder suits is increasing, although lawyers tend to be cagey about reading too much into the limited statistics. For example, Washington-based Class Action Reports, a legal publication, recorded 315 securities class actions filed in federal courts last year, a sharp jump from the annual figure of between 90 and 150 which persisted throughout the 1980s. The last time the annual figure topped 300 was in 1974, another recession-hit year.

Intuitively, this makes some sense. When times are tough, and bad news flows from the corporate sector, there is more likely to be disgruntlement among shareholders - although the virtual demise of

increased its resolve to take matters to trial," claimed Mr Melvyn Weiss of Milberg Weiss, for example.

Perhaps the most thorough recent study of the subject has been conducted by Yale Law School. Here, a randomly selected sample of 535 public corporations was drawn up, and all the lawsuits filed against them from the late 1960s to 1987 examined. The study found that about one-fifth of the firms encountered shareholder suits.

Most of them were settled - 83 out of the 126 resolved suits. (Actions in another 11 were still pending at the time of the study.) The surprising fact is that monetary recovery occurred in only half these cases. Moreover, in 75 of the 83 cases, the attorneys got more than the shareholders. Apart from a few large settlements, the average sum paid out was very small relative to the firm's assets.

"One interpretation is that most fiduciary breaches involve minor harm to shareholders," suggested Professor Roberts Romano, who conducted the research. "But the settlement pattern is consistent with another, more troubling explanation, that a significant proportion of shareholder suits are without merit."

Certainly, the level of fees which the lawyers can extract from shareholder suits has been particularly controversial of late. In the record-breaking Washington Public Power Supply System case, where a \$750m settlement was reached in 1989 over a bond issue default six years earlier, the class action lawyers asked for \$108m. The judge let them have \$66m - out of the total \$38m of legal fees. In another case, where there were multiple lawsuits, the courts effectively auctioned off the lot of lead counsel to the lowest bidder.

"It's a mixed bag," says Mr Weiss, denying that the courts are clamping down on lawyers' fees in this area, and quickly stressing the financial risks which law firms carry when they are working on a contingency basis. But somehow, one suspects, corporate hearts are not bleeding.

Very few class actions go through a full trial; most are settled out of court along the way, often without admission of liability or wrong-doing

Litigation against Drexel Burnham Lambert, the now-bankrupt US investment bank, in May, just over one year after Drexel's demise, a potential settlement was carved out, splitting the estate between the bank's conventional creditors and those who allege that the high-flying junk bond specialist broke securities laws. Although the deal still faces obstacles, class action lawyers played a part - alongside advisers to the Federal Deposit Insurance Corporation - in bargaining for the litigants.

Such activity raises a number of questions. Are shareholder suits on the increase, and is there any marked change in the pattern of settlements? And, most importantly, is the practice an efficient protection for shareholders - or has it simply become an added expense for business, in which the merits of claims bear little relationship to the sums extracted on the investors' behalf?

the takeover business in the US has also curtailed one active area for shareholder suits.

That said, the publication points out that figures are probably muddied by the flood of litigation stemming from the US thrift industry's troubles. And some lawyers also suggest the volume of securities litigation should be viewed in relation to trading levels, which have also grown, rather than as an isolated figure.

Assessing trends in the outcome of such actions is harder still. The Apple case notwithstanding, very few class actions go through a full trial; most are settled out of court along the way, by the defendants. Clearly, the burden of lawyers' fees and the "time-value" of money comes into play here - although, not surprisingly, everyone is keen to stress that they will go the distance if necessary. "Our firm has

Tate & Lyle close to taking control of Bundaberg

By Mark Westfield in Sydney

TATE & Lyle moved to the brink of taking control of Australian sugar miller Bundaberg Sugar when a second wave of acceptances yesterday pushed its holding to 45 per cent.

After 14 weeks of sometimes bitter exchanges between the two sides, the UK sweeteners group has managed to unlock nearly all of Bundaberg's capital with its A\$935m

(US\$250m) bid over the past two days. On Wednesday, it held just 8.6 per cent.

The UK group, which is offering A\$4.10 a share, had given Bundaberg shareholders a deadline of 5pm today to deliver 50 per cent, or it would walk away from the bid.

Bundaberg's adviser, Macquarie Bank, conceded that Tate & Lyle was assured of success and it would top 50 per

cent by today's deadline.

The rush of acceptances began at Wednesday lunchtime when funds manager Bankers Trust accepted for its 7.7 per cent after earlier saying that A\$4.10 was not enough.

That acceptance was quickly followed by the Commonwealth Bank Office Superannuation Corp, which tipped its 10.3 per cent into the bid.

Tate & Lyle adviser Mr Bill Beerworth said more than 1,400 shareholders had accepted the bid.

Two of Bundaberg's largest shareholders, the AMP Society (7.7 per cent) and National Provincial Life (7.4 per cent) had not accepted last night.

Mr Beerworth said Tate & Lyle would drop its 90 per cent acceptance condition once it achieved 50 per cent.

ANZ rejects share sale offer

AUSTRALIA'S ANZ banking group yesterday rejected an unsolicited offer by stockbroker BZW to place the bank's 5.6 per cent stake in retailer Coles Myer, writes Mark Westfield.

ANZ told the Australian Stock Exchange it had not given BZW or any other broker a mandate for the sale of its shareholding. It added that any other unsolicited offers would be rejected.

ANZ bought most of its holding in Coles Myer last year in a controversial purchase from the retail group's deputy chairman Mr Solomon Lew's Pre-

mier Investments Group, for A\$225m (US\$173m).

The bank has been under some pressure to sell the holding because, under Reserve Bank capital guidelines, investments by banks in industrial shares are not counted for capital purposes.

Coles Myer shares fell from A\$11 to close yesterday at \$10.75 as speculation grew about the placement.

Early this week, ANZ's chief executive, Mr Will Bailey, said the bank was restructuring and divesting itself of non-core assets.

Nedcor group completes re-grouping

NEDCOR, South Africa's third largest banking group which last April announced it was re-grouping its banking operations, said these had now been re-organised into five line divisions. Better reports from Johannesburg.

Mr Chris Liebenberg, chief executive, said the restructuring was part of a growth strategy built on fundamental goals such as client and market focus, specialisation and strong brand names.

"The new structure brings the group's banking units closer together, eliminates internal competition and duplication and will result in a more market-focused organisation," said Mr Richard Laubscher, chief executive officer of the banking unit.

The group, which has assets of R39.8bn (\$13.8bn), listed the line operations as: Nedbank Corporate division; Nedbank International and Treasury division, responsible for international banking and the banking unit's treasury; Nedbank Commercial division, responsible for commercial and personal banking; the Perm mass market home loan division; and Nedfin, responsible for financing and other specialised services such as fleet card and fleet rental operations.

Perm, Nedbank and Nedfin retain their brand identities.

This announcement appears as a matter of record only.

NEW ISSUE

JUNE 1991

POSTIPANKKI LTD

¥3,500,000,000
Floating and Fixed Rate Nikkei-Linked
Notes due 1992

Issue Price: 101.125 per cent.

New Japan Securities Europe Limited

IBJ International Limited KDB International (London) Limited

Sumitomo Trust International plc

INTERNATIONAL CAPITAL MARKETS

Hydro-Quebec deal sells well despite weak market

By Tracy Corrigan

HYDRO-QUEBEC'S global offering of \$1.1bn registered bonds met firm demand yesterday in North America, despite rather poor market conditions, but European investors were less enthusiastic. However, the deal is expected to be fully sold when it is officially priced today.

Hydro-Quebec, the Canadian utility, decided to launch its global deal yesterday, despite a 1/4 point sell-off in the Canadian market overnight, after a C\$900m Canadian government bond auction was announced.

The weaker bond market, coupled with generally lacklustre demand, fuelled concern that such a large issue would be hard to place. However, in the event, the weaker bond market made absolute yields more attractive to investors.

Lead underwriter Merrill Lynch had already delayed the issue from earlier in the week due to unfavourable market conditions, but was keen to complete the offering before the end of the week. This was because holidays in the US and Canada next week would have hampered distribution.

An official at Merrill Lynch

INTERNATIONAL BONDS

points less than Canadian government bonds. That margin has widened about 20 basis points in the last two weeks, and investors now feel there is room for it to tighten again.

The indicated pricing of the deal was considered fair, at 85 to 86 basis points above the issue from earlier in the week due to unfavourable market conditions, but was keen to complete the offering before the end of the week. This was because holidays in the US and Canada next week would have hampered distribution.

British Gas launched a L150bn issue, which met steady

estimated that around 45 per cent of the issue would be placed in Canada, about 25 per cent in the US and 15 per cent each in Europe and Japan.

Demand from US investors was underpinned by the recent widening in the yield differential between the US and Canadian bond markets.

Ten-year US Treasuries currently yield about 180 basis

points less than Canadian government bonds. That margin has widened about 20 basis points in the last two weeks, and investors now feel there is room for it to tighten again.

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British Gas launched a L150bn issue, which met steady

NEW INTERNATIONAL BOND ISSUES

Borrower	Amount in m.	Coupon %	Price	Maturity	Fee	Book runner
US DOLLARS						
Sanyo Aluminium (a)	200	4	100	1995	2 1/2	Daiwa Europa
Toa Steel (a)	150	5	100	1995	2 1/2	Nomura Ltd
ECUs						
Swedish Export Credit (a)	100	9 1/4	101 1/2	1994	1 1/2	Mitsubishi Int.
ASLU-GECI (a)	50	10	101 1/2	1993	1 1/2	Mitsubishi Finl.
LIBR						
British Gas Int. Fin. (a)	150bn	12	101 1/2	1995	1 1/2	Bca.D/America d'Italia
GUILDERS						
ABN (a)	250	8 1/2	100.95	1995	1 1/2	ABN Amro
DM-MARKS						
Sanyo Aluminium (a)	120	4	100	1995	2 1/2	Daiwa Europa GmbH
Ohito Tire & Rubber (a)	75	4	100	1995	2 1/2	Nomura BK GmbH
SWISS FRANCES						
Matsumoto Koyohse Corp (a)	50	4	100	1995	-	SBC

*Private placement. **Convertible. With equity warrants. †Floating rate note. ‡Final terms. § Non-callable. ¶ Put option 31/9/94 at 107% to yield 6.42%. †† Fungible with existing Ecus250m. Non-callable.

Sweden and US in securities agreement

THE SWEDISH Bank Inspection Board and the US Securities and Exchange Commission yesterday announced an agreement designed to protect investors in the US and Sweden by ensuring the efficiency and integrity of both securities markets.

Over the past 10 years, the lifting of legal restrictions on capital movements through

derogation has meant a large increase in capital flows between the two countries.

Transactions in Swedish securities attributable to the US rose from \$459m in 1980 to \$19.524bn last year, while transactions in US securities attributable to Sweden increased from \$1.23bn in 1980 to \$65.94bn last year.

derogation has meant a large increase in capital flows between the two countries.

Transactions in Swedish securities attributable to the US rose from \$459m in 1980 to \$19.524bn last year, while transactions in US securities attributable to Sweden increased from \$1.23bn in 1980 to \$65.94bn last year.

Bank of Japan to end 'window guidance'

By Robert Thomson
In Tokyo

THE BANK of Japan will no longer set formal guidelines on lending growth by Japanese commercial banks, which, in theory, will now have more control over their lending policies.

Officials at the central bank said yesterday that the quarterly advisory on lending, known as "window guidance," is not necessary because of the successful deregulation of Japanese financial markets and because monetary discipline has improved at the banks.

Japanese banks have cut lending in an attempt to improve their capital adequacy ratios, and they estimate that lending growth will fall 5 per cent, compared with a year earlier, in the July to September quarter.

There was widespread scepticism in Tokyo at the suggestion that the Bank of Japan would never again provide "administrative guidance" to the banks, as an improvement in financial market conditions may encourage the banks to increase lending beyond boundaries acceptable to the central bank.

The Bank of Japan made clear that the announcement should not be interpreted as a relaxation of its tight monetary policy, and that the bank would naturally continue to use official interest rates to influence lending trends.

Tokyo has been under pressure from Washington to make the financial markets more transparent and to end controls such as "window guidance," and Japan will be able to cite the change as a sign of growing financial maturity.

But the Finance Ministry still regularly provides the banks with administrative guidance and, for example, has demanded in recent months that they reduce lending to property developers and stock investment companies.

The central bank is also believed to have been prompted to make the symbolic announcement by domestic political controversy over the difficulty now faced by some small companies in obtaining new funds.

Subtle synergies at Merck Finck

Katharine Campbell on Barclays' approach to its German acquisition

MR Giles Davison, Barclays' man on the management team at Merck Finck, the Munich-based bank that Barclays bank acquired last September, is to be found in his office every day before 7.30am making the most of his new assignment. He likens his job to savouring a fine claret.

His superiors at Barclays' head office in London, however, appear so aware of the subtle chemistry of their recent purchase that they fear the current restructuring process - aired publicly for the first time this week - may shake things up too much.

"It is a fine balancing act," acknowledges Mr Humphrey Norrington, vice-chairman and deputy managing director of Barclays, referring to the task of melding two sharply contrasting cultures.

Headed for 110 years - until 1980 - by just two members of one of Germany's wealthiest families, the von Fincks, the bank had built an illustrious customer base on a formidable reputation for exclusivity.

Now Barclays has to win these wealthy individuals - many of whom were instinctively hostile at the notion of entrusting their money to the English bank from the most conservative southerly corner of Germany.

There was an early upset when Mr Adolf Kracht, who had effectively run the bank for a decade under August von Finck, left to join the Gerdinger insurance group. He was in high dudgeon at being kept in



Humphrey Norrington: "It is a fine balancing act"

the dark about the sale.

Mr Kracht failed the UK bank then listened when von Finck's advisers advised them to engage his cousin, Mr Wilhelm Winterstein, as speaker of the board and symbol of the continuity for which the new owners strove.

Mr Norrington says Mr Kracht, as a member of the so-called partners' committee, which meets quarterly, continues to be "very open and supportive".

Nine months on, Mr Davison notes that the loss of private client business has consequently amounted to "peanuts". The odd corporate customer may have downgraded them from house bank status, he admits, but even these have not stopped doing business. And staff retention, Mr Kracht aside, has been high.

Other private bankers may be critical of Barclays' decision to put their own man in - Trunkaus & Sauerbrey, majority-owned by Midland, sets great store by "not having grifters (the Midland emblem) stamped all over it" - but Barclays says so far its main problem is the reverse one of stopping Mr Davison "going bush".

The central plank of the strategy has been to retain the Merck Finck name for Germany, with the Barclays' logo for "international" clients.

This leaves Barclays, principally in Frankfurt, doing commercial banking business, including treasury management and structured finance; BZW in Frankfurt being developed as a nodal point for international asset management; and Merck Finck managing German private and institutional money, catering to the banking needs of medium-sized or "Mittelstand" corporations, and engaging in German investment banking.

There has been some rationalisation. Barclays' Mittelstand business is now under Merck Finck's wing. A number of Barclays' locations around Germany are being merged into Merck Finck. And there will be more during the year as the BZW and Merck Finck derivatives and stock exchange dealing teams are combined.

Then, some synergies are relatively easy to achieve. The extra placing power of the combined group helps new issues originated by both

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Finland rethinks foreign ownership rules

A GOVERNMENT-appointed committee has proposed scrapping the distinction between free and restricted shares and limits on foreign ownership of Finnish companies and property.

Reuter reports from Helsinki.

The recommendations, if implemented, would free foreigners to buy Finnish companies, the Trade and Industry Ministry said. Until now, official permission has been needed in most cases.

The distinction between free shares, which foreigners may own, and restricted shares, which may only be owned by

Finns, should be scrapped, the committee proposed.

Finnish companies have, by law, been free to make all their shares free. However, most include restrictions of 20 per cent in their articles of association. Some have raised foreign ownership to 40 per cent after application for official permission.

Many free shares trade on the Helsinki Stock Exchange at high premiums over the restricted shares.

The committee proposed scrapping limits on property purchases which, until now, have also required permission.

This has been granted only if a foreigner needed property for business purposes. Foreigners had not been permitted to buy forests.

A proposed new law would require the purchaser to inform the ministry if a third of the voting rights of a company with at least 200 employees or a balance sheet or net sales of Fm500m (\$118.2m) passed into foreign ownership.

The ministry could refer the matter to the government, but it could only block the acquisition if vital Finnish interests were endangered. This would happen only in exceptional

cases, the ministry said.

The committee said it based its recommendations on the fact there was no longer any need to limit foreign ownership.

It said for the sake of the economy, it was important that companies operating in Finland, or wishing to, should be able to make their investment decisions on economic grounds without ownership limits.

On the Helsinki exchange, free shares fell sharply on news of the government plans. The HEK general index fell 1.48 per cent and the free share index fell 2.53 per cent.

FT-ACTUARIES SHARE INDICES

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EQUITY GROUPS & SUB-SECTIONS		Thursday June 27 1991					Wed June 26		Mon June 24		Year ago Approx	
Figures in parentheses show number of stocks per section	Index No.	Day's Change %	Est. Earnings Yield (Million)	Gross Div. Yield (Million)	Est. P/E (Ratio)	net adj. YTD to date	Index No.	Index No.	Index No.	Index No.	Index No.	
1 CAPITAL GOODS (186)	807.25	+0.5	11.26	5.97	10.92	17.53	803.07	813.86	814.54	816.1	816.1	
2 Building Materials (24)	1027.19	+0.5	10.09	6.94	12.37	28.15	1021.82	1028.43	1036.80	1040.1	1040.1	
3 Contracting, Construction (31)	1161.53	+0.1	13.85	6.75	13.32	31.35	1157.29	1204.18	1204.18	1204.18	1204.18	
4 Electronics (25)	1725.53	+1.1	9.02	5.21	14.75	10.06	1706.49	1719.10	1721.70	1721.70	1721.70	
5 Engineering-Aerospace (6)	422.36	+0.9	16.52	5.93	7.28	10.83	418.66	421.47	422.42	422.42	422.42	
6 Engineering-General (47)	437.35	+0.2	12.25	5.85	9.57	9.64	436.32	436.39	436.39	436.39	436.39	
7 Metals and Metal Forming (8)	436.43	+0.4	21.02	7.92	5.83	3.76	434.65	434.65	434.65	434.65	434.65	
8 Motors (13)	318.08	+0.3	12.47	7.63	9.45	9.98	317.30	320.39	320.39	320.39	320.39	
9 Other Industrial Materials (20)	1499.81	+0.7	9.35	3.35	12.58	33.45	1489.63	1505.10	1505.10	1505.10	1505.10	
10 CONSUMER GROUP (186)	1437.76	+0.5	8.23	3.79	14.94	22.39	1360.47	1447.48	1444.32	1444.32	1444.32	
11 Brewers and Distillers (22)	1739.54	+0.3	8.83	3.75	13.79	27.33	1753.76	1776.94	1796.94	1811.1	1811.1	
12 Food Retailing (16)	2598.19	+0.8	8.51	3.22	15.40	39.42	2597.09	2590.01	2596.20	2625.1	2625.1	
13 Health and Household (21)	3494.50	+0.6	5.48	2.46	20.84	30.21	3473.83	3518.50	3587.35	3613.1	3613.1	
14 Hotels and Leisure (23)	1245.91	+0.8	10.51	5.16	11.29	23.65	1235.71	1250.53	1263.35	1263.35	1263.35	
15 Media (25)	1174.41	+0.1	9.36	5.12	13.54	20.17	1157.67	1185.21	1185.21	1185.21	1185.21	
16 Packaging, Paper & Printing (17)	669.70	+0.2	8.30	4.93	14.58	14.33	659.87	662.42	662.42	662.42	662.42	
17 Stores (33)	871.38	+0.3	8.86	4.22	14.76	15.89	871.67	882.84	882.84	882.84	882.84	
18 Textiles (10)	334.87	+0.8	9.92	5.84	12.41	11.43	325.38	331.50	338.02	348.02	348.02	
19 OTHER GROUPS (27)	1197.40	+0.2	10.10	5.36	12.15	16.57	1188.29	1194.72	1198.02	1198.02	1198.02	
20 Business Services (12)	1265.37	+0.5	9.29	5.23	13.16	13.25	1239.67	1257.49	1257.49	1257.49	1257.49	
21 Chemicals (21)	1371.75	+0.3	10.84	5.25	13.67	32.35	1354.67	1375.07	1381.07	1381.07	1381.07	
22 Conglomerates (10)	1400.63	+0.3	8.28	7.41	11.10	31.93	1382.79	1388.54	1398.54	1400.1	1400.1	
23 Transport (13)	1218.52	+0.3	8.48	14.69	14.69	38.21	1212.35	1212.69	1218.08	1218.08	1218.08	
24 Electricity (14)	1168.21	+0.1	12.79	5.71	9.93	0.00	1168.81	1165.72	1168.63	1168.63	1168.63	
25 Telephone Networks (4)	1396.37	+0.9	10.64	4.36	12.30	5.38	1394.33	1404.12	1404.12	1404.12	1404.12	
26 Water (10)	2262.87	+0.2	18.24	6.80	6.05	39.49	2258.06	2266.27	2267.02	2267.02	2267.02	
27 Miscellaneous (23)	1499.82	+1.6	5.95	4.95	21.57	42.19	1493.67	1512.65	1505.54	1505.54	1505.54	
28 INDUSTRIAL GROUP (483)	1268.43	+0.6	9.42	4.72	13.04	19.68	1261.31	1273.44	1281.64	1281.64	1281.64	
29 Oil & Gas (17)	2320.82	+0.2	11.55	5.82	11.39	30.39	2295.54	2306.24	2304.64	2304.64	2304.64	
30 S&P 500 SHARE INDEX (977)	1352.37	+0.5	9.70	4.86	12.80	22.18	1298.32	1311.18	1311.99	1277.1	1277.1	
31 FINANCIAL GROUP (97)	773.05	+0.3	-	6.17	-	20.54	770.97	777.97	778.42	780.3	780.3	
32 Banks (9)	866.00	+0.5	6.92	6.39	21.86	22.63	861.87	866.69	869.33	872.0	872.0	
33 Insurance (Life) (7)	1438.99	+0.1	-	5.75	-	41.44	1448.25	1454.49	1454.49	1454.49	1454.49	
34 Insurance (Composite) (6)	661.17	+0.2	-	6.63	-	20.23	659.80	671.68	675.10	675.10	675.10	
35 Insurance (Brokers) (8)	1129.87	+0.2	6.91	6.00	18.77	29.60	1107.55	1109.43	1109.43	1109.43	1109.43	
36 Merchant Banks (7)	413.89	+0.7	-	5.07	-	10.87	413.41	414.69	416.91	416.91	416.91	
37 Property (40)	893.47	+0.3	6.97	5.40	19.79	18.80	896.44	907.82	907.82	907.82	907.82	
38 Other Financial (20)	261.79	+0.1	-	3.95	-	7.02	261.63	261.63	261.63	261.63	261.63	
39 Investment Trusts (70)	1177.14	+0.6	-	5.59	-	18.66	1169.62	1187.66	1196.12	1196.12	1196.12	
40 ALL-SHARE INDEX (667)	1176.68	+0.5	-	5.00	-	21.47	1170.72	1182.36	1182.36	1182.36	1182.36	
	Index No.	Day's Change %	Day's High (Million)	Day's Low (Million)	Day's Avg (Million)	Jun 26	Jun 27	Jun 28	Jun 29	Jun 30	Jun 30	
FT-S&P 500 SHARE INDEX	2452.5	+15.2	2454.4	2441.1	2437.3	2461.2	2493.3	2487.5	2497.9	2499.1	2499.1	

UK COMPANY NEWS

Mining growth fails to lift Lonrho

By Jane Follis

A BIG increase in the production of platinum, group metals and gold helped to cushion Lonrho, the conglomerate run by Mr Tiny Rowland, against difficult conditions for its motor trading and hotel operations.

Lonrho, which last year made 88 per cent of its pre-tax profit in Africa, virtually maintained its interim figure at £109m (£110m) on sales of £2.39bn (£2.57bn) for the six months to March 31.

The biggest profit contributor was mining and refining, where production of platinum group metals was 50 per cent up and gold increased by 29 per cent. The high price of rhodium also helped to secure a substantial rise on the mining side.

In motor trading, Mr Paul Spicer, a director, said VAG, which distributes Volkswagen and Audi cars, had seen only a slight profit fall, but the retailing side was worse affected by the downturn in UK car sales.

Hotels, including the Metropole group and the Princess hotels in the US, saw custom fall during the Gulf war. Some protection was offered to the Metropole operation by the conferences.

On a geographic basis, profits improved enormously in southern Africa, said Mr Spicer, while east, west and central Africa were level pegging.



Tiny Rowland: high rhodium price fails to offset downturn in motor retailing and hotels divisions

With last year, profits declined in the UK, the rest of Europe and America.

The figures were helped by lower interest costs, although no figures were available. Last year, the net payments increased to \$87m (\$88m).

Net debt rose to £1.06bn (\$886,000), 65 per cent of shareholders' funds, Mr Spicer said. This was mainly due to the

£100m capital spending on the Metropole hotels and a final tranche of the platinum metals group expansion programme.

With both these projects virtually finished, capital spending, which had amounted to more than £1.5bn over the past five years, was starting to fall.

The group has also benefited recently from a strengthening of the dollar.

Earnings per share rose to 9.3p (9p). A second interim dividend of 5p (5p) follows the first of 3p, which was also unchanged.

COMMENT

It was a day of good news for Lonrho. It advanced its claims for "tens of millions of pounds" in the House of Commons and brought out results at the upper end of expectations. Its share price gained 6p to close at 246p. The second half figures should be buoyed up by further growth in platinum and gold production, and by the high rhodium price which has held at about \$4,000 an ounce. But conditions will again be tough in the UK motor trade, a critical factor being the size of the bulge in new car sales in August. Another concern is the balance sheet, with gearing rising to 65 per cent. This should improve as capital spending is reined in, but it also depends on plans for buying and selling assets. The savings and roundabouts should leave pre-tax profit at about last year's level of £273m, with earnings improving thanks to a lower tax charge. A prospective multiple of nearly 10 leaves it on a discount to the market, as it trades at only 6.5 times earnings. A lack of openness and questions about its cash flow. The share price is supported by an 8.7 per cent yield.

Greycoat's net assets fall 34% after £64m provisions

By Vanessa Houlder, Property Correspondent

GREYCOAT, the property development and investment company which specialises in central London offices, yesterday announced provisions of £64m against development properties, pushing it into a pre-tax loss of £28.5m for the year to March 31, compared with a profit of £20.4m in the previous 12 months.

Net assets per share fell by 34 per cent to 47p, reflecting the provisions, a 24.4 per cent fall in the value of its portfolio and the effect of gearing.

Mr Geoffrey Wilson, chairman, said the company had taken "an extremely prudent" view in making the provisions, which reflected adverse market conditions. "It is not a time for optimism. It is a time for realism," he said.

The downturn was more pronounced than it was in 1974 and the recovery would be very shallow, he said.

The unwelcome development climate meant that new development would only start "when we feel confident of coming into an assured market with the completed building," he said.

He said the company would not undertake future shopping centre developments in the UK and office developments in the US.

Profits before tax and provisions were £25.5m, compared with £20.4m the previous year. Gross rental income increased from £24.25m to £21.88m. Net borrowings as a percentage of shareholders' funds increased from 45 per cent to 80 per cent.

An unchanged final dividend of 2.5p is announced, maintaining the total at 5.3p.

COMMENT

The 30 per cent fall in Greycoat's share price over the past three months - and the shrunken value of its assets announced yesterday - reflects its role as a highly-leveraged play on central London offices. As such, it remains vulnerable to the new troubled property markets in the country, in which, according to the bears, values will continue to drift downwards for the next couple of years, perhaps by another 20 per cent.

On this view, there is no reason to buy Greycoat shares for several years to come, and on the downturn assumption that the net asset value sinks to 30p next year, there is good reason to sell. The case can be made, however, that the shares have been overvalued. The London market may have seen the worst and Greycoat is well positioned to exploit the next property cycle. If, on a more optimistic view, it has a net asset value of £25p next year, the shares, up 6p to 246p, are on an excessive discount of 41 per cent.

Burton shares slip a further 4p as cash flow worries mount

By John Thornhill

SHARES IN Burton Group, the hard-pressed fashion retailer, yesterday closed below their par value of 50p precluding the possibility of the company launching a rights issue without a substantial capital restructuring.

Burton's shares have been hit hard in recent days as a result of growing worries about its cash flow position. The shares yesterday slid a further 4p in heavy turnover to 46p.

Some retail analysts fear that Burton is now caught in a financial vice and is being squeezed by a combination of high borrowings, harsh trading conditions and the difficulties of selling its property portfolio.

The company needs to reduce its borrowings - which otherwise might amount to £500m by the year-end - but is finding it difficult to do so in the current economic climate.

The fall in Burton's share price seemingly shuts off one of its refinancing options - at least temporarily. And analysts

speculated that Burton might be in danger of breaching its banking covenants if it sold its property portfolio and had to swallow a further write-down on its book value.

Banking covenants are usually based on a percentage of shareholders' funds and interest cover and a further write-down and poor trading might threaten to breach these levels.

Last year, Burton made a £18m write-down on its property portfolio and indicated that it would withdraw from its development activities once they were complete. But at present, property development is still consuming hard-earned cash. The company said yesterday that it was prepared to destroy shareholder value by accepting "silly" prices for property. But it declined to comment further on its financial plans.

Unlike the troubled Next, which salvaged its fortunes by selling its successful Grattan mail order business, Burton

does not appear to have any simple financial lifelines.

The long-rumoured sale of Harvey Nichols may help to alleviate some of the pressure although analysts suggest the company would do well to receive more than £20m for the Knightsbridge department store.

Last week Burton lengthened its payment period to suppliers from seven to 30 days. This lost the company a prompt-payment discount but had advantages in terms of cash flow.

Analysts said Burton could simply try to "tough it out" but would have little room for manoeuvre if consumer demand did not pick up in response to falling interest rates.

Pre-tax profits forecasts for the year to the end of August range from £15m to £20m, suggesting that the company will record a loss in the second-half after making interim profits of £44.1m. Last year the company made £133.1m.

Cray bows out of battle for SD-Scicon

By Alan Cane

THE TAKEOVER battle for SD-Scicon, the UK computing services company, yesterday effectively narrowed to a single contest: between Electronic Data Systems of the US - as British Aerospace's commitment to accept Cray Electronics' offer lapsed.

BAE holds about 25 per cent of SD-Scicon's ordinary shares and had committed them irreversibly to Cray unless a more attractive offer emerged. BAE is understood to want to sell its shares in SD-Scicon for the best cash offer available.

EDS' cash offer is worth 45p per share compared to the 75.125p offered by Cray. The latter's bid is now to all intents and purposes at an end. Cray told SD-Scicon yesterday that it "no longer has any notifiable interest in SD-Scicon".

SD-Scicon has already rejected the EDS offer as inadequate and undervaluing the company, now seemingly recovering from its troubles.

Industry observers believe further bidders must emerge in what is becoming a prolonged saga. Cray is one of the few remaining large European computing services companies or to prevent EDS - a subsidiary of General Motors - becoming even more dominant, especially in the French market.

SD-Scicon is expected to publish its detailed defence to EDS' offer by Wednesday of next week.

Cable and Wireless launches facsimile operation in Italy

By Haig Simonian in Milan

CABLE AND WIRELESS, the UK-based international telecommunications group, has launched its first local service in a European Community country with a specialised facsimile operation in Italy.

The initiative follows the gradual abolition of monopoly rights by domestic telecommunications authorities, which has opened the door to outside operators to provide specialised "value-added" services for subscribers throughout the EC.

Although Cable and Wireless is represented in a number of EC countries, where it concentrates on providing international telecommunications services to subscribers, this is the first time it has

launched a purely domestic service.

Mr Gordon Owen, Cable and Wireless's managing director, said the company did not intend to compete directly with SIP, the Italian telephone operating monopoly.

However, the launch of the group's "Securdata" service in Italy would mark the beginning of a strategy to develop other services in the Italian market, he said.

Cable and Wireless set up its Italian subsidiary in February 1990, but has been spending much of the intervening period hiring staff and developing 14 connecting points in main Italian cities.

Subscribers calling these local numbers will then gain

access to high-speed data lines being rented by Cable and Wireless from SIP for the new service.

Facsimile transmissions are used particularly heavily in Italy for business purposes, owing to the poor reliability and slowness of the domestic postal system.

The Italian market is proving attractive to a number of leading international telecommunications groups, with both AT&T of the US and British Telecom already established locally.

The country's telecommunications market is particularly appealing because of its size and the scope for improvements via competition.

Caledonia static at £35.3m

By David Owen

CALEDONIA Investments, the investment holding company that is 27 per cent-owned by The Crown Trust, reported net pre-tax profits of £35.3m for the year to March 31, as lower investment income cancelled out most of the gain from higher net interest receivable.

Interest expanded from £7.8m to £14.5m, while investment income declined from £28.4m to £23.2m. A higher tax charge resulted in earnings per share slipping to 25p (25.5p).

Mr Peter Buckley, chief executive, said the period was "a year of waiting and seeing."

"We have not invested a great deal of money because we have been somewhat nervous about the outlook. Even today we remain cautious."

During the year, the group did acquire a 90 per cent shareholding in Edinburgh Crystal Glass from the receivers of the Colnbrook Group and a 75 per cent stake in Glen Asset Management.

It also bought a 4.9 per cent interest in Vaux Group, the hotels and brewing company, and subscribed to new shares amounting to close to 3 per cent of the voting capital of Société Générale de Surveillance, the Swiss inspection and testing group.

The recommended final dividend of 9p makes a total of 13.5p (12p). Net asset value per share rose marginally to 49p (48.5p). The shares firmed 5p to 397p.

Death can't be avoided, but taxes can be reduced

Robert Peston on Hanson's complex tax techniques

THEY MUST think we were born yesterday," says David Bonham, Hanson's finance director, referring to the financial consultants who have been telephoning his company's overseas subsidiaries, requesting 10 years of accounts with the seemingly innocent explanation that their records need updating.

But Hanson was not born yesterday. It is convinced that these consultants are working for Imperial Chemical Industries, which fears it may face a takeover bid from the conglomerate.

ICI will not admit that it is dissecting the accounts of hundreds of Hanson subsidiaries. But privately its advisers say that if Hanson bids, their counter-attack will include a detailed analysis of how it makes its profits and there will be particular emphasis on how it keeps its tax charge low. ICI's advisers hope to demonstrate that Hanson's expertise is in financial engineering, rather than the management of industrial assets.

There has already been a foray of the battle to come in a series of newspaper articles highlighting the accounts of obscure Hanson subsidiaries. These subsidiaries are shell companies whose paid-up share capital is minute - just £2 in the case of one called Morebeat. Yet these companies are involved in transactions involving billions of pounds.

Hundreds of millions of pounds in interest is transferred between these subsidiaries. Investments valued at billions are dropped from one subsidiary into another. The impression is given of financial manipulation on a vast scale - though no allegation is made that Hanson has done anything wrong.

Yet, Hanson is an easy target for innuendo, because it has always refused to discuss its tax affairs. The reason for the silence, says Mr Bonham, is that the company does not

want to help rivals derive the same tax benefits. A former Hanson executive opines that Mr Brian Helling, a director based in the US, is a tax genius. "If we told our shareholders, Bank & Young, all the things we do, they would probably market the techniques to their clients," jokes Mr Bonham.

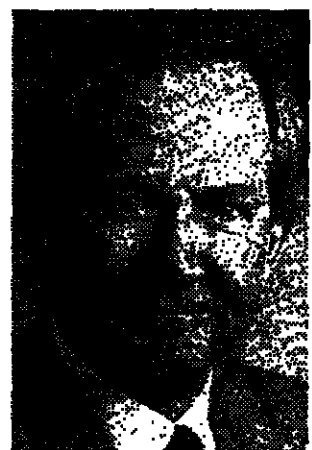
However, the group has become concerned that its subsidiaries' accounts have been misinterpreted and so Mr Bonham has lifted the veil slightly. Hanson has traditionally paid a lower tax rate than other acquisitive conglomerates, such as BTR, and then ICI itself, which was taxed at 35 per cent in both 1989 and 1990.

In the year to September 30, Hanson paid tax of £314m, equal to 24 per cent of its pre-tax profits of £1.28bn. That compares with a 35 per cent standard corporation tax rate in the UK and 34 per cent, before state charges, in the US, where most of Hanson's businesses operate.

No analysts can give a complete explanation of the low tax charge. Even ICI, with its teams of advisers, does not hope for that. But some tax planning techniques can be identified.

For the first time, Mr Bonham admitted that interest is received in low tax jurisdictions. But he refused to name the tax havens or say how much money was involved. However, clues can be found in the accounts.

In filings with the US Securities & Exchange Commission, Hanson disclosed that at the end of September last year it had \$6.76bn of cash on deposit



Martin Taylor: Companies Act required revaluations

principally with banks in western Europe. However, Mr Bonham said that the interest is not necessarily paid in western Europe.

Then, where could it be paid? In subsidiaries' accounts, Hanson discloses that it has a string of investment companies incorporated in Panama, such as Alper Holdings, Palmair Investments Trading and Pasadena International Corporation.

The Hanson subsidiaries owning the Panamanian companies have received substantial income from shares in group companies. For example, Morebeat received £147m in the year to September 28 1987. The following year, Hanson Industrial Services, another Hanson subsidiary, received dividends of £68m.

Under tax legislation for the control of foreign corporations, there are two distinct advan-

tages of holding cash in a foreign tax shelter. First, only 90 per cent of profits have to be remitted to the UK in the form of dividends, so 10 per cent remains sheltered. Second, the remittance does not need to be made for 18 months.

Accountants who specialise in conglomerates' tax affairs say that, in practice, the profits earned in a tax haven do not become taxable in the UK for two years and often much longer. If there is a dispute with the Inland Revenue. In other words, further interest can be earned on the taxable portion of the profits for two years - and that can be extremely valuable.

Capital gains tax is one tax which in theory should pose a problem for Hanson since it buys and sells companies with such regularity. But the conglomerate has been extremely adept in minimising this liability.

Hanson paid no capital gains tax on the £14bn sale of Courage's breweries and pubs to Elders IXL, the Australian group, even though it apparently made a vast profit on the disposal. This was achieved by selling Courage under the name of its former parent company, Imperial Group, which it had bought for £2.5bn. Hanson had simply stripped out Imperial's tobacco and food businesses.

Mr Bonham said that the £14bn sale price should be compared with the Imperial purchase price of £2.5bn, so there was no capital gain and no tax liability. He added that Hanson cannot use this device again, because the Inland Revenue has changed the rules.

Some analysts have speculated that the reorganisation of Hanson's legal structure in 1989, which involved the revaluation of all its assets to a total of £14bn, was intended to minimise capital gains tax. But Mr Bonham denied this.

The reorganisation was an attempt by the company to "restructure the legal structure with the reporting chain". Having bought many companies over the years, Hanson's structure was byzantine. Brick companies were legally linked to shower curtain businesses, even though they reported to different executives.

Hanson transferred assets held in 300 subsidiaries so that they ended up being owned by the appropriate divisional companies. In the process, all the transferred assets were revalued to their market price. This was a Companies Act requirement, says Mr Martin Taylor, a Hanson vice chairman.

Anyway, the revaluation would not have eliminated any liability to capital gains tax. If Hanson sold any of the businesses, says Mr Bonham, the Inland Revenue would take its own view of the cost of these businesses to Hanson and assess any capital gain on that basis.

There was another, similar reorganisation, as yet undisclosed, after the £2.5m takeover of Consolidated Gold Fields in 1989, by which Gold Fields' mining and building products subsidiaries were transferred to the relevant divisions of Hanson.

"When those accounts reach Companies House, there will no doubt be allegations that we have carried out another secret reorganisation," says Mr Bonham wryly.

However, Hanson is confident it can rebut any attacks from ICI on tax issues. After all, its shareholders should be delighted that the tax charge is low. Hanson believes the more generous questions which ICI's shareholders should be asking, is why the chemical group's tax charge is so much higher.

Morebeat - a labyrinthine tale of interest and dividends

HANSON MAY occasionally be too clever for its own good. There is no other way to make sense of Hanson's account of the curious history of Morebeat, its film company, writes Robert Peston.

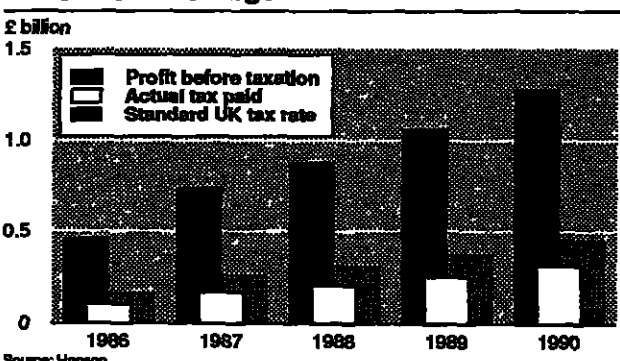
In 1985, this tiny company - with paid-up share capital of just £2 - was described in its accounts as an investor in the film industry. It made a tiny pre-tax profit of just £123,000.

The following year, the company's description had been changed to film investor and investment company. Then, in 1987, Morebeat issued £2.5m of 10.5 per cent loan stock. Most of it was taken by Marnee, another Hanson subsidiary. In other words, Morebeat became an interest payer, which meant that it was no longer an appropriate vehicle to receive dividends.

So, to avoid a reduction in group tax relief, Morebeat then dropped its main shareholdings into another group company, Hanson Industrial Services. In the year to October 1 1988, it made a pre-tax loss of £295m and made a £300m provision against the cost of investment in a group company.

But why did Hanson turn Morebeat into an interest payer? The reason, says Mr Bonham, was that it wanted to swell the assets of a financial

Hanson's tax charge



Source: Hanson

identies to the UK. Mr Bonham said Morebeat was chosen as recipient of the funds because of a peculiarity in tax assessments which means that a holding company will enjoy greater tax relief if it pays interest in one subsidiary and receives dividends in a separate subsidiary. Morebeat was ideal, because it paid no interest.

However, on September 29 1987, Morebeat issued £2.5m of 10.5 per cent loan stock. Most of it was taken by Marnee, another Hanson subsidiary. In other words, Morebeat became an interest payer, which meant that it was no longer an appropriate vehicle to receive dividends.

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Berkeley returns to black with £0.17m

Berkeley Group, the housebuilder, reversed its first half loss to record a small pre-tax profit for the year to April 30. Taxable profits, struck after exceptional provisions against stocks of £295,000 (£2.83m), amounted to £165,000 (£294,000). Turnover was £100.3m (£98.1m).

Earnings per share were unchanged at 0.3p. The final dividend is held at 3p, maintaining the total at 4.5p.

Profits from operations and dividend maintained

R W Rowland, Chief Executive

Dear shareholders,

The half year figures for Lonrho in 1991 have been maintained at £109 million with earnings per share of 9.3 pence. A second interim dividend has been declared at 5 pence giving a total dividend to date of 8 pence per share which is in line with the 1990 dividends.

The Group's mineral extraction and refining activities made a substantial contribution to profits. Production of Platinum group metals increased by 50% compared to 1990. Taken together with the high price of rhodium, substantial increases in profits from mining were achieved. Gold production increased by 29% with Ashanti being the major contributor.

In Europe, and particularly in Germany, profits continued to improve. Harrison & Sons were recently awarded a major contract to supply passports to the Polish Government.

The Group's Hotel operations were affected by the Gulf War, although occupancies have already begun to improve. The unique niche which the Metropole Hotel Group in the UK has achieved in the Conference field has been a benefit to their profits. The extension to the London Metropole will be completed by the end of September 1991. This hotel will provide some of the best conference facilities in London.

The recession in the United Kingdom has affected manufacturing and motor retailing but VAG, which distributes Audis and Volkswagens, has performed well. Textile operations have maintained profits compared to 1990.

Rationalisation and cost cutting exercises have been carried out throughout the Group. This will result in operations being leaner, and well poised to take advantage of an upturn in demand.

Capital expenditure of some £100 million in respect of the Metropole Group of Hotels is virtually complete. The development of the Platinum group metals expansion is now in its final phase.

In common with all businesses, Lonrho is benefiting from the reduction in interest rates. The Group has also benefited recently from the strengthening of the dollar; many of the Group's operations are tied to dollar trading.

Given steady commodity prices (platinum, rhodium, gold, sugar, etc.), the outlook for the whole year is encouraging.

Yours sincerely,
R W Rowland
27 June 1991

HALF YEAR RESULTS

The unaudited results of the Lonrho Group of companies in respect of the six months ended 31 March 1991 are as follows:—

	6 MONTHS TO 31 MARCH 1991 £m	6 MONTHS TO 31 MARCH 1990 £m
Turnover	2,392	2,565
Profit before tax	109	110
Tax	22	42
Minority interests	87	68
Profit attributable to shareholders before extraordinary items	60	56
Earnings per share	9.3p	9.0p

NOTES

1. Turnover includes the Group's share of the turnover of associates amounting to £955 million (1990—£1,042 million).
2. Profit before tax includes profits from associates of £26 million (1990—£21 million).
3. Tax charge: because of the incidence of accelerated tax allowances, the tax charge provided at the half year can only be estimated.
4. Extraordinary charges—£7 million (1990—£12 million).

DIVIDEND

The Board has declared a second interim dividend of 5.00p (1990—5.00p) per share for payment on 1 October 1991 to shareholders on the Register at 8 August 1991 (9 August 1991 in South Africa). This dividend is in addition to the first interim dividend of 3.00p (1990—3.00p) per share declared on 24 January 1991 and paid on 8 April 1991. The cost of the first and second interim dividends amounts to £51 million (1990—£48 million). Shareholders will be entitled, if they wish, to elect to receive shares credited as fully paid in lieu of the cash dividend or part thereof. The necessary communications will be sent to shareholders in August.

LONRHO

LONRHO Plc, CHEAPSIDE HOUSE, 138 CHEAPSIDE, LONDON EC2V 6BL

CBO USD 210,000,000 Guaranteed Secured Floating Rate Notes due 2000

In accordance with the terms and conditions of the Guaranteed Secured Notes, notice is hereby given that for the 6 months period from June 28, 1991 to December 30, 1991, the Guaranteed Secured Notes will carry an interest of 6.6375% per annum (margin included).

The relevant interest payment date will be December 30, 1991 and the coupon amount per USD 100,000 Bearer Guaranteed Secured Note will be USD 3,410.94.

Banque Générale du Luxembourg S.A.
Agent Bank

U.S.\$150,000,000 Floating Rate Participation Notes Due 1993 Issued by Primobond GmbH for the purpose of making a loan to

CREDIOP

CONSORZIO DI CREDITO PER LE OPERE PUBBLICHE ROME
Notice is hereby given that the interest payable on the relevant interest Payment Date, July 31, 1991, for the period January 31, 1991 to July 31, 1991, against Coupon No 12 in respect of U.S.\$150,000 nominal of the Notes will be U.S.\$327.94 and in respect of U.S.\$250,000 nominal of the Notes will be U.S.\$548.19.

June 28, 1991, London
By: Citibank, N.A. (CSSI Dept.), Agent Bank

CITIBANK

ANGLO AMERICAN CORPORATION OF SOUTH AFRICA LIMITED

(Incorporated in the Republic of South Africa)
Registration No. 01 05309 06

NOTICE TO MEMBERS

ANNUAL GENERAL MEETING

Notice is hereby given that the seventy-fourth annual general meeting of members of Anglo American Corporation of South Africa Limited will be held at 44 Main Street, Johannesburg, on Thursday, 15 August 1991, at 0900, for the following business:

1. To receive and consider the annual financial statements for the year ended 31 March 1991.

2. To elect directors in accordance with the provisions of the Corporation's articles of association.

3. To consider and, if deemed fit, to continue to authorise the directors to allot and issue, after providing for the allotment and issue of shares in terms of the share incentive scheme and the employee shareholder scheme the remaining unissued shares in the capital of the Corporation, at their discretion in terms of and subject to the provisions of the Companies Act.

Holders of share warrants to bearer who wish to attend in person or by proxy or to vote at any general meeting of the Corporation must comply with the regulations of the Corporation under which share warrants to bearer are issued.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Corporation. If required, forms of proxy are available from the Head Office and London Office of the Corporation.

By order of the Board.
C. L. MALTBY
Secretary

Registered and Head Office:
44 Main Street
Johannesburg 2001

London Office:
40 Holborn Viaduct
London EC1P 1AJ

Note: The 1991 annual report is being posted to registered shareholders today and copies are available for holders of share warrants to bearer from the London office.

UK COMPANY NEWS

Unilateral yet unratified arms reduction

The defence industry's problems are building, reports David White

FOR THE last month, the aircraft carrier HMS Illustrious has been tied up at Devonport naval base, awaiting a £120m refit.

The privately-run Devonport dockyard is hoping to start work on the vessel next month, but it is increasingly questionable whether a contract will be ready.

The ship, now lying idle without its engines, symbolises the quandary facing many UK defence contractors waiting for the Ministry of Defence to sort out its requirements and its spending priorities.

For Devonport Management Limited (DML), which took over the running of the government-owned repair yard from the navy four years ago, it is a double uncertainty. The Illustrious refit represents a large part of its planned workload for the next 2½ years, and a prolonged delay would, according to managers, "inevitably have financial consequences".

But, more than that, the whole future of the yard is in question as part of the MoD's Options for Change review, which is due to include sharp cutbacks in naval support facilities.

"This isn't a normal market environment," commented a senior DML executive. "We're totally at the mercy of the ministry in determining what our workload will be."

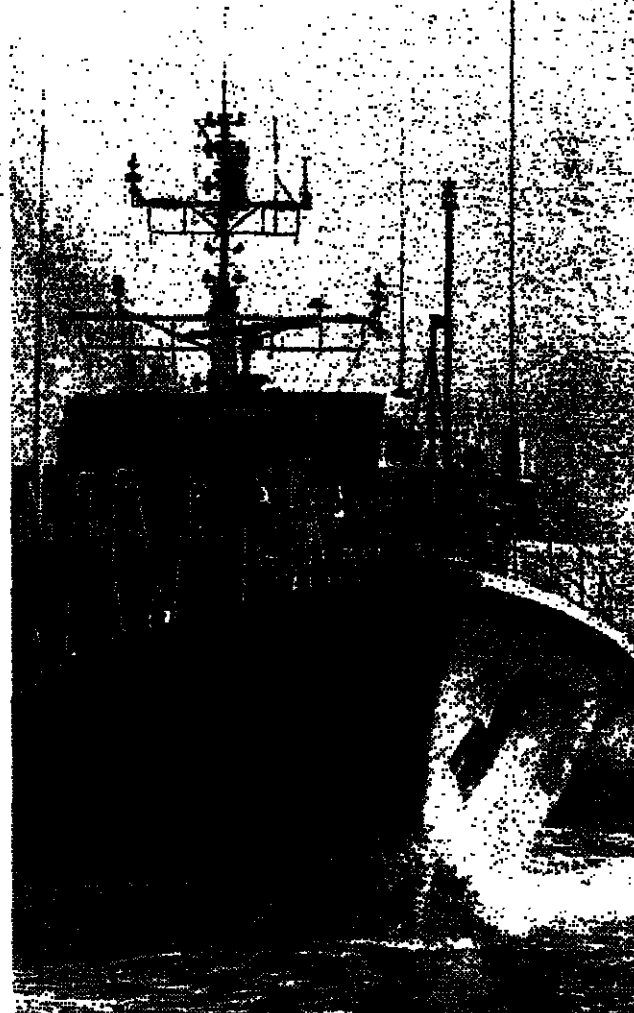
In recent months, defence suppliers have become increasingly exasperated over delays in placing new contracts.

The MoD has not resorted to a formal moratorium on new purchases as it did in May and June last year in a desperate search for short-term savings. But many equipment decisions have been awaiting the outcome of detailed work on the armed forces cuts foreseen in the Options for Change defence review.

The timetable for decisions was set back by the Gulf conflict, and the delay has caused further short-term problems in balancing the MoD's books.

Companies frequently accuse the MoD of "over-engineering" and complain of inter-service squabbling between the ministry and the Treasury.

Moreover, some say the Options for Change studies are being used to obscure what is really a budget issue.



MoD making waves: Vesper awaits a decision on a batch of Sandown class minehunters like HMS Inverness

"We are all freezing to death in the cold while the MoD make their minds up," says Mr Brian Lowe, director general of the Cheltenham-based Defence Manufacturers Association.

He is pressing for urgent talks with the ministry following publication of next month's delayed - defence White Paper.

"What we're starved of is information," he says. "The uncertainty is very bad news for the industry." Some components suppliers risk being particularly hard hit. While large defence companies may survive cutbacks in major projects, "it may not be the same for sub-contractors who had high expectations".

The most conspicuous example of delays in decision-making was the order for a new army tank, finally settled last week in favour of Vickers Challenger 2, against foreign competition.

The decision was to have been taken before Christmas but went through multiple postponements.

For companies like Vickers, frustration is compounded by the knock-on effect on exports. The recommendation of a UK order is often essential for any overseas sales pitch.

Westland, the helicopter manufacturer, has been battling for months to settle an RAF order for Sea King helicopters.

This was originally due to involve 14 of the helicopters for search-and-rescue operations, but a reduced order of up to nine is now being talked about.

Westland wants the work to fill a gap before it begins production of its new large naval helicopter, the EH101, which it is developing jointly with Agusta of Italy. The first production order for EH101s is not due before December.

Ministry officials have argued that there is no connection between the two orders. Westland's problem is that the Sea King production, under licence from Sikorsky of the US, is at its end. An RAF order would prolong it and enable the company to pursue several smaller orders for export. Otherwise there would not be sufficient numbers to justify keeping the production line open.

Other companies have suffered long waits before. A typical example is Pilkington Optonics, the specialist military arm of the glass company now half-owned by Thomson of France. An order it received last year for 8,000 weapon sights worth £7m came at least seven months later than anticipated.

GKN, manufacturer of the army's Warrior armoured combat vehicles, was forced last year to slow down its delivery schedule to help the MoD trim its spending. It now faces the possibility of a reduction in the total order, which amounts to more than 1,000 vehicles.

Vesper Thornycroft, the Southampton-based shipyard, has been awaiting a decision on a new batch of minehunters for the navy. The yard has orders for the first five of the Sandown class vessels, two of which are already in service. But the new batch of up to seven is yet to be awarded. And all the UK's other naval shipbuilders - VSEL of Barrow-in-Furness, Swan Hunter of Tyneside, and GEC's Yarrow yard near Glasgow - are competing.

Under the original schedule, a contract should have been placed by now. Bids were submitted last November and have already been extended to the end of July. But Mr Martin Jay, Vesper's managing director, says the MoD is unlikely to be in a position to place an order by the expiry date.

NEWS DIGEST

Arthur Lee plunges to £323,000

ARTHUR LEE, the Sheffield-based steel and plastics group, suffered a sharp fall in interim pre-tax profits due to a dramatic decline in the market for steel products last autumn, writes Michio Nakamoto.

Taxable income for the six months to March 31 plunged from £172m to £323,000 on lower turnover of £54.91m (£63.43m). The lower results include £146,000 surplus on the sale of land.

Earnings per share were down from 5.41p to 1.05p. The interim dividend, however, is maintained at 1.05p.

The shares held steady at 88p, after falling 5p to 83p.

The sharp decline in industrial demand affected both the group's steel products and plastics businesses.

The steel products division saw operating profits fall to £979,000 (£2.5m) while the plastics division suffered a sharp drop to £103,000 (£879,000).

An overall decline in operating profit to £1.08m (£3.58m) was compounded by redundancy charges of £309,000 as the group moved to cut costs throughout its operations.

Measures to cut costs have been adopted and staff levels have been reduced by well over 10 per cent, or about 200 to 1,350.

Mr Peter Lee, chairman, pointed out that while profits fell substantially, on the brighter side, the group was able to hold on to market share and maintain gross margins.

While the reduction in demand has stabilised "I can't honestly say it has started to get better," Mr Lee said.

The group has nonetheless carried on with its capital expenditure programme at a cost of £1.65m for the period. Gearing rose to 30 per cent of shareholders' funds.

John Tams achieves 14% rise to £2.88m

Despite the recession in the UK and North America and deteriorating sales of earthenware mugs, John Tams, the ceramics company, lifted profits by 14 per cent in the year to March 31.

Taxable profits rose from £2.52m to £2.88m on sales of £20.44m (£18.01m). The recommended final dividend of 2.41p makes 4p (3.75p) for the year on earnings per share of £2.4p (3.26p).

The USM-quoted company highlighted the success of exports to the Continent which

increased by more than £1m. The acquisition of Jason China in April 1990 resulted in a dramatic improvement in production and quality of bone china mugs.

TGI slides into red and passes dividend

TGI, the audio and electronic products group, yesterday reported a pre-tax loss of £880,000 for the year to March 31 and revised a previously reported £1.73m profit for 1990 to a loss of £101,000.

The company will not pay a final dividend, leaving a total for the year of 2.2p (6.2p). Sales fell £10.42m to £44.33m.

The restatement of the 1990 accounts follows the resignation of auditors Coopers and Lybrand Deloitte in May after a dispute about profit figures reported by Tannoy Audio, a company bought by TGI on earnout terms in February 1989.

KPMG Peat Marwick McLintock, who took over as auditors, has restated the 1990 audit profits of £1.1m as a loss of £700,000.

Coopers wrote to TGI shareholders denying the allegation of negligence.

TGI said Audix made a loss of £1.8m in the year to 1990 following problems with a contract at Birmingham's International Conference Centre.

Mr Norman Crocker, chairman of TGI, said that Mr Nigel Hamilton, former chief executive of Black and Decker and Anglo Nordic, will take over from him as chief executive in August.

Mr Michael Windsor, chairman of the Horstmann Group, will join the board as non-executive director.

Wilshaw declines 56% to £732,000

World recession, the strength of the pound and the Gulf war were cited as the principal causes of a 56 per cent decline in profits at Wilshaw, the industrial holding company, in the year to end-March.

In spite of a strong performance from FC Precast, its structural concrete subsidiary, group pre-tax profits fell from £1.67m to £732,000.

Turnover improved from £20.95m to £24.88m. At the operating level profits declined by 16 per cent from £2.18m to £1.81m.

Net interest payable surged from £491,000 to £1.08m and after a reduced tax charge of £218,000 (£800,000) earnings per share came out at 0.61p (1.39p). A final dividend of 0.3p is proposed for a total of 0.9p (0.39p).

An exceptional debit of £162,000 represents provision made for bad debts, predominantly incurred in Iraq.

Mr Peter Reynolds, chief executive, said the strength of the pound from August 1990 to the year-end had dramatically affected both the profitability on sales to the US and the company's ability to compete effectively.

However, there had been a steady improvement in trading since the year-end.

Hardys & Hansons ahead to £3.5m

Hardys & Hansons, the Nottinghamshire-based brewer, lifted taxable profits by 15 per cent to £3.45m in the six months to March 29.

The increase from last year's £2.94m came on turnover of £13.4m (£11.47m).

Directors said that apart from February, when poor weather affected trade, the upward sales trend continued until Easter. They warned, however, that the recession "does now seem to be affecting our sales" and that the second half was unlikely to match the profit growth in the first six months.

The interim dividend is raised from 11.2p to 13.4p, payable on earnings of 45.91p (38.18p) per share.

Net assets dip at I&S Optimum

I&S Optimum Income Trust, which invests in blue-chip US companies, reported net asset value of 91.39p at May 31 - a decline of 7 per cent over the year.

Net revenue for the year amounted to £2.18m against £1.61m for the previous seven months period. Earnings advanced to 7.54p (3.5p) per share. A proposed final distribution of 1.5p lifts the total for the year to 7p (3.26p).

Directors forecast a total of 7.2p for the current year, which implies a prospective yield of 10.4 per cent on the current share price of 82p.

Recession in building hits Beckenham

Beckenham Group, the USM-quoted company involved in the manufacture of ductwork systems and specialist distribution, tumbled to profits of £745,000 pre-tax in the months to April 30, against profits of £2.52m last time.

Mr Christopher Egleton, chairman, blamed "the deepening recession and the continuing high level of interest rates", especially as far as they affected the construction industry. Turnover dived to £26.5m (£50.8m).

Above the line operating profits were sharply down at £1.05m (£2.73m) and this was further reduced by interest payable of £305,000 (£84,000 receivable).

Earnings were cut to 1p (4p) per share and the interim dividend to 0.5p (1.5p).

Ex-Lands seeks £4.85m via rights

Ex-Lands, the investment and leisure group, proposes to raise some \$4.85m by way of a 1-for-5 rights issue at 31p per share. Proceeds will be used to fund the continued development of the group, principally the projects being undertaken with International Management Group in Germany and France.

In Germany Ex-Lands owns a majority interest in Clubhaus, with the balance owned by International Management Group.

Clubhaus is to develop two golf and leisure projects at Hamburg and Stuttgart. And in Vichy, France, construction has begun of a championship golf course.

Directors and shareholders associated with the board are investing £2.07m. The balance of the shares has been underwritten by Smith New Court.

Prices for electricity generated by the power stations are shown in the table below.

Station	Period	Price (£/MWh)	Period	Price (£/MWh)
1	1990	21.61	1991	18.25
2	1990	18.10	1991	18.07
3	1990	18.10	1991	18.07
4	1990	18.10	1991	18.07
5	1990	18.10	1991	18.07
6	1990	18.10	1991	18.07
7	1990	18.10	1991	18.07
8	1990	18.10	1991	18.07
9	1990	18.10	1991	18.07
10	1990	18.10	1991	18.07
11	1990	18.10	1991	18.07
12	1990	18.10	1991	18.07
13	1990	18.10	1991	18.07
14	1990	18.10	1991	18.07
15	1990	18.10	1991	18.07
16	1990	18.10	1991	18.07
17	1990	18.10	1991	18.07
18	1990	18.10	1991	18.07
19	1990	18.10	1991	18.07
20	1990	18.10	1991	18.07
21	1990	18.10	1991	18.07
22	1990	18.10	1991	18.07
23	1990	18.10	1991	18.07
24	1990	18.10	1991	18.07
25	1990	18.10	1991	18.07
26	1990	18.10	1991	18.07
27	1990	18.10	1991	18.07
28	1990	18.10	1991	18.07
29	1990	18.10	1991	18.07
30	1990	18.10	1991	18.07

Prices are determined by the Electricity Supply Board (ESB) and are subject to change. The prices shown are for electricity generated by the power stations and are not the same as the prices paid to the ESB for electricity generated by the power stations. The prices shown are for electricity generated by the power stations and are not the same as the prices paid to the ESB for electricity generated by the power stations.

EC reform plan should clear way for Gatt deal

bring - taking about 150 tonnes of EC grains off the world market - would help prices to firm. The underlying assumption here is that the reform would lead to a Uruguay Round accord and the EC's trading partners also disarming their farm subsidies.

■ MILK: The milk quotas of all member states would be cut by 4 per cent. But 1 per cent can be given back to those producing less than 200,000 litres. And there is to be a generous allowance for those getting out of dairy farming.

The lower cost of feed grain will also benefit livestock farmers. Environmentalists maintain that this would encourage more intensive farming, at the expense of grass-fed cattle

● **BEEF:** Price cuts of 15 pence; but two thirds of this should be covered by lower feed prices. There will be a similar extensification programme of Ecu80 a head for the first time. There will be a special premium for slaughter or exporting calves, in order to lower production.

● **SHEEPMEAT:** Quota: will be introduced for the first time, aiming to freeze herds at 1980 levels. The size of herds eligible for premium will drop from 500 to 300 ewes, and, and from 1,000 to 750 in the case of mixed flocks.

The structural measures to soften the blow of the reform will be reinforced.

Grants to farmers - or any one else - using farmland for forestry purposes will be increased by two to four times and for periods of up to 25 years. Much more money will be available for farmers conducting fertiliser input and for looking after the countryside in Environmentally Sensitive Areas.

A new early retirement scheme for farmers in the 55-65

This sort of expenditure would be made possible by huge savings on export subsidies and intervention stocks. The mountains of food now in storage, for example, on the CAP budget nearly \$90m, about two thirds of which is lost permanently through depreciation. One of the greatest boons of the plan if it emerges at all intact from the Council of Ministers, is that those food mountains would finally be eliminated.

ABEAMS 5,000 bu micr cents/80lb bushel			
Close	Previous	High/Low	
546.0	550.4	553.94	548.0
552.6	553.0	555.0	552.4
553.4	549.6	550.0	553.0
550.4	550.4	550.4	550.4
550.6	551.0	557.0	550.4
551.2	550.4	558.4	551.0
550.0	550.0	559.4	550.0
557.0	550.0	555.0	557.0
ABEAM ON 50,000 lbs: cents/bushel			
Close	Previous	High/Low	
18.15	18.38	18.34	18.08
18.31	18.38	19.20	18.25
18.57	18.73	19.08	18.45
18.67	18.97	19.07	18.80
20.02	20.31	20.22	19.95
20.15	20.47	21.02	20.12
20.35	20.63	20.55	20.42
20.57	21.10	21.40	20.58
20.55	21.30	21.50	20.85

	169.8	171.3	170.8	167.8
	108.7	171.8	171.7	168.8
	108.7	171.8	171.5	168.2
	168.6	171.5	171.2	168.6
	168.6	171.8	172.0	168.8
	171.8	172.0	172.0	168.8
	172.5	176.3	175.0	172.5
	173.2	176.5	176.5	173.0
	173.2	176.5	176.5	173.0

SE 2,000 Nt min; conts/GBS-bushel				
	Clos	Previous	High/Low	
25155	2572	2562	25152	
25155	2572	2562	25200	
25254	2400	2380	25044	
25254	2400	2380	25044	
25254	2400	2380	25044	
25254	2574	2554	25274	

SE 5,000 Nt min; conts/GBS-bushel				
	Clos	Previous	High/Low	
25550	2730	2714	26044	
27552	2814	2804	27550	
28550	2940	2920	28504	
28550	2940	2920	28504	
28554	2940	2950	29044	
28554	2870	2890	28946	

CATTLE 40,000 lbs cents/lbs				
	Clos	Previous	High/Low	
72.86	71.80	72.30	71.85	
74.80	74.32	74.72	74.82	
74.80	74.32	74.72	74.82	
75.37	75.12	75.80	75.18	
75.37	75.50	75.57	75.80	
75.37	75.12	75.80	75.78	

HOGS 30,000 lbs cents/lbs				
	Clos	Previous	High/Low	
54.00	54.55	54.97	54.30	
54.00	51.27	51.65	51.33	
48.02	48.05	48.50	48.52	
48.02	48.22	48.40	48.15	
51.85	51.85	51.00	51.85	
41.10	42.30	43.35	41.10	
41.10	48.20	48.45	48.00	

BELLIES 40,000 lbs cents/lbs				
	Clos	Previous	High/Low	
41.10	42.30	43.35	41.10	

52.80	52.55	53.95	52.70
49.02	48.82	48.97	48.95
50.57	50.57	51.70	50.45
50.05	50.05	50.90	50.05
50.59	61.00	61.20	50.59
51.70	51.70	0	0

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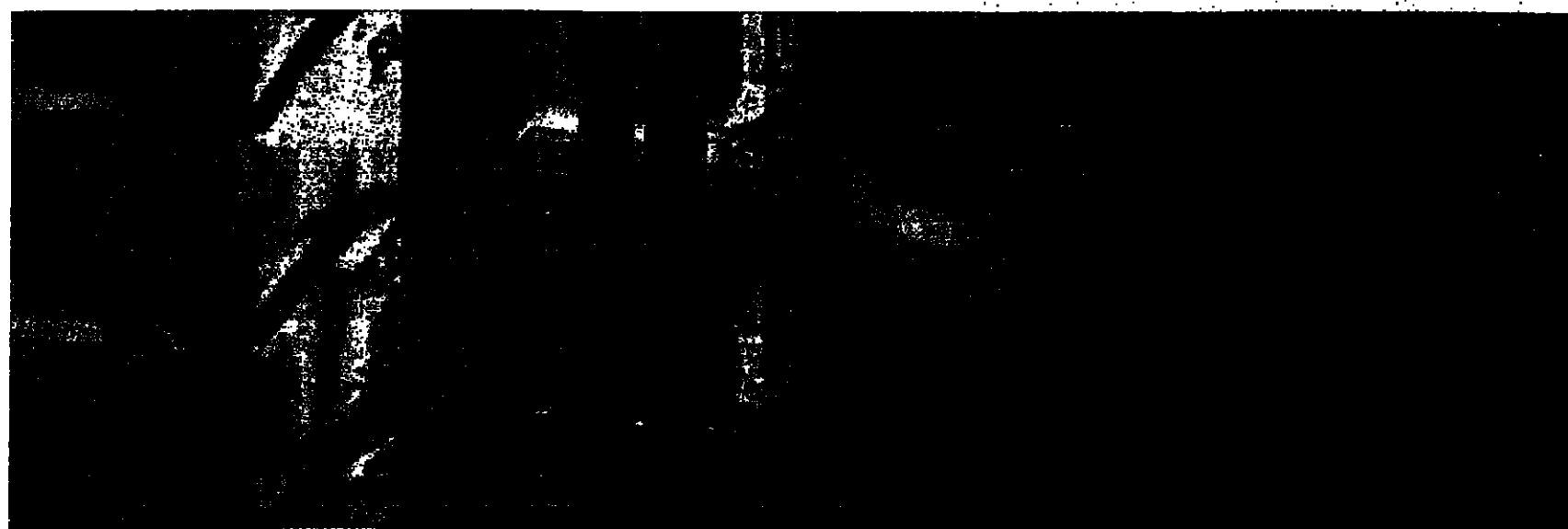
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CURRENCIES, MONEY AND CAPITAL MARKETS

FOREIGN EXCHANGES

Dollar firm and pound steady

THE DOLLAR was generally firm and sterling was steady after officials in Washington and London suggested that the recession in the US and Britain is coming to an end. The D-Mark was little changed against its partners in the European exchange rate mechanism, but lost ground to the dollar, as the German Bundesbank decided to leave official interest rates unchanged, despite disappointing data on inflation.

Mr Robert Forrestal, president of the Federal Reserve Bank of Atlanta, said the US recession appears to be in its final stages and that "most of the conditions that should lead us to recovery are in place".

Figures released yesterday on US personal income and spending tended to reinforce this view. Income rose 0.5 per cent in May, compared with 0.1 in April, while spending rose 1.1 against 0.4 per cent. The rise in income was in line with expectation, but consumption was expected to be only 0.5 per cent up on the month.

Profit taking brought the dollar down from a peak of DM1.6025, but it finished firmer on the day, closing at DM1.7940 in London, compared with DM1.7850 previously. It also rose to Sfr1.9490 from Sfr1.9435 and to FF6.0875 from FF6.0600, but eased to

Y138.05 from Y138.30. The dollar's index climbed to 67.7 from 67.5.

Sterling weakened against the dollar, but was otherwise steady after Mr Norman Lamont, chancellor of the exchequer, and Mr John Major, Treasury economic secretary, told parliament in London that there are signs that the British recession is coming to an end and that recovery will begin in the second half of this year.

Mr Lamont also said that British inflation is falling by all measures. He added that the government has no reason to revise its forecast of 4.0 per cent inflation by the second half of 1991, and that "as inflation falls we have greater flexibility on interest rates".

At the London close sterling had fallen 55 points to Y235.50 from Y236.75, but was unchanged at Sfr2.5300, while rising to DM2.9300 from

DM2.9275 and to FF6.9400 from FF6.9350. Its index was steady at 89.7. The pound remained the third weakest currency in the ERM, above the French franc and below the German mark.

The D-Mark held around the middle of the ERM, but traded nervously after yesterday's Bundesbank council meeting left German credit policies unchanged, and after Mr Theo Waigel, German finance minister, said he could not expect the re-introduction of withholding tax on investment earnings. Asked about a ruling by the German Federal Constitutional Court Mr Waigel said: "I have to read the court's decision exactly before I can answer the question."

Mr Karl Otto Pöhl, Bundesbank president, responded to a sharper than expected rise in inflation by saying "we do not react breathlessly to one change in an indicator."

EMS EUROPEAN CURRENCY UNIT RATES

	Central Bank	Current Rate	% Change from Central	% Spread from Central	Divergence
Spanish Peseta	133.431	128.894	-3.57	4.95	52
Italian Lira	1336.24	1336.24	0.00	0.00	0
Belgian Franc	20.336	20.336	0.00	0.00	0
D-Mark	2.00	2.00	0.00	0.00	0
French Franc	6.55957	6.55957	0.00	0.00	0
Swiss Franc	2.00	2.00	0.00	0.00	0
Portuguese Escudo	200.482	200.482	0.00	0.00	0
Irish Punt	7.87564	7.87564	0.00	0.00	0

Each central bank sets its own currency. Divergence shows the ratio between two currencies. The percentage difference between the actual market rate and the central bank rate. The maximum permitted percentage deviation of the market rate from the central bank rate.

Adjusted rates shown in the table are based on the central bank rate of 100.

Commercial rates shown in the table are based on the central bank rate of 100.

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FINANCIAL FUTURES AND OPTIONS

LIFE LONG FUTURES OPTIONS

Strike	Call	Put	Call	Put
87	2.36	3.42	0.10	0.36
88	2.36	3.42	0.10	0.36
89	2.36	3.42	0.10	0.36
90	2.36	3.42	0.10	0.36
91	2.36	3.42	0.10	0.36
92	2.36	3.42	0.10	0.36
93	2.36	3.42	0.10	0.36
94	2.36	3.42	0.10	0.36
95	2.36	3.42	0.10	0.36
96	2.36	3.42	0.10	0.36
97	2.36	3.42	0.10	0.36
98	2.36	3.42	0.10	0.36
99	2.36	3.42	0.10	0.36
100	2.36	3.42	0.10	0.36

Estimated volume total, Call 730 Put 907
Previous day's open bid, Call 1027 Put 1342

LIFE LONG PUTS OPTIONS

Strike	Call	Put	Call	Put
90	0.00	0.00	0.00	0.00
91	0.00	0.00	0.00	0.00
92	0.00	0.00	0.00	0.00
93	0.00	0.00	0.00	0.00
94	0.00	0.00	0.00	0.00
95	0.00	0.00	0.00	0.00
96	0.00	0.00	0.00	0.00
97	0.00	0.00	0.00	0.00
98	0.00	0.00	0.00	0.00
99	0.00	0.00	0.00	0.00
100	0.00	0.00	0.00	0.00

Estimated volume total, Call 1595 Put 625
Previous day's open bid, Call 1595 Put 1337

LIFE LONG CALLS OPTIONS

Strike	Call	Put	Call	Put
90	0.00	0.00	0.00	0.00
91	0.00	0.00	0.00	0.00
92	0.00	0.00	0.00	0.00
93	0.00	0.00	0.00	0.00
94	0.00	0.00	0.00	0.00
95	0.00	0.00	0.00	0.00
96	0.00	0.00	0.00	0.00
97	0.00	0.00	0.00	0.00
98	0.00	0.00	0.00	0.00
99	0.00	0.00	0.00	0.00
100	0.00	0.00	0.00	0.00

Estimated volume total, Call 1595 Put 625
Previous day's open bid, Call 1595 Put 1337

LIFE LONG PUTS OPTIONS

Strike	Call	Put	Call	Put
90	0.00	0.00	0.00	0.00
91	0.00	0.00	0.00	0.00
92	0.00	0.00	0.00	0.00
93	0.00	0.00	0.00	0.00
94	0.00	0.00	0.00	0.00
95	0.00	0.00	0.00	0.00
96	0.00	0.00	0.00	0.00
97	0.00	0.00	0.00	0.00
98	0.00	0.00	0.00	0.00
99	0.00	0.00	0.00	0.00
100	0.00	0.00	0.00	0.00

Estimated volume total, Call 1595 Put 625
Previous day's open bid, Call 1595 Put 1337

LIFE LONG CALLS OPTIONS

Strike	Call	Put	Call	Put
90	0.00	0.00	0.00	0.00
91	0.00	0.00	0.00	0.00
92	0.00	0.00	0.00	0.00
93	0.00	0.00	0.00	0.00
94	0.00	0.00	0.00	0.00
95	0.00	0.00	0.00	0.00
96	0.00	0.00	0.00	0.00
97	0.00	0.00	0.00	0.00
98	0.00	0.00	0.00	0.00
99	0.00	0.00	0.00	0.00
100	0.00	0.00	0.00	0.00

Estimated volume total, Call 1595 Put 625
Previous day's open bid, Call 1595 Put 1337

LIFE LONG PUTS OPTIONS

Strike	Call	Put	Call	Put
90	0.00	0.00	0.00	0.00
91	0.00	0.00	0.00	0.00
92	0.00	0.00	0.00	0.00
93	0.00	0.00	0.00	0.00
94	0.00	0.00	0.00	0.00
95	0.00	0.00	0.00	0.00
96	0.00	0.00	0.00	0.00
97	0.00	0.00	0.00	0.00
98	0.00	0.00	0.00	0.00
99	0.00	0.00	0.00	0.00
100	0.00	0.00	0.00	0.00

Estimated volume total, Call 1595 Put 625
Previous day's open bid, Call 1595 Put 1337

LIFE LONG CALLS OPTIONS

Strike	Call	Put	Call	Put
90	0.00	0.00	0.00	0.00
91	0.00	0.00	0.00	0.00
92	0.00	0.00	0.00	0.00
93	0.00	0.00	0.00	0.00
94	0.00	0.00	0.00	0.00
95	0.00	0.00	0.00	0.00
96	0.00	0.00	0.00	0.00
97	0.00	0.00	0.00	0.00
98	0.00	0.00	0.00	0.00
99	0.00	0.00	0.00	0.00
100	0.00	0.00	0.00	0.00

Estimated volume total, Call 1595 Put 625
Previous day's open bid, Call 1595 Put 1337

LIFE LONG PUTS OPTIONS

WORLD STOCK MARKETS

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CANADA TORONTO									
	Jun 26	Jun 25	Jun 24	Jun 21	1981				
					HIGH	LOW			
Metals & Minerals Composite	3181.36	3161.77	3162.36	3204.60	3204.16 (52)	2632.06 (37)			
30-Stocking Index	3483.13	3478.69	3478.77	3516.80	3502.07 (74)	3161.95 (154)			
MONTREAL Portfolio	1846.31	1838.72	(6)	1858.88	1902.85 (74)	1686.99 (37)			

Index values of all indices are 100 except NYSE All Common - 50; Standard and Poor's - 10; and Toronto Composite and Metals - 1000. Toronto indices based 1973 and Montreal Portfolio/31/73.

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3:00 am prices June 21

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